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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

ENVIRONMENTAL WORLD)
WATCH, INC., DENNIS JACKSON,)
ROBERT HILL, ROBIN MCCALL,)
and WILLIAM MCCALL,)

Plaintiffs,)

v.)

THE WALT DISNEY COMPANY,)
WALT DISNEY ENTERPRISES,)
INC., DISNEY WORLDWIDE)
SERVICES, INC., and DOES 1-30,)
Inclusive,)

Defendants.)

CASE NO. CV09-4045 DDP PLAx

**SECOND AMENDED COMPLAINT
FOR INJUNCTIVE RELIEF, CIVIL
PENALTIES, RESTITUTION AND
REMEDATION (Environmental –
RCRA – 42 U.S.C. 6901 *et seq.*; CWA
– U.S.C. 1251 *et seq.*)**

DEPT. OF JUSTICE - ENRD
ENVIRONMENT DIVISION
9 AUG 18 P1:27

1 NOW COME Plaintiffs, ENVIRONMENTAL WORLD WATCH and DENNIS
2 JACKSON, ROBERT HILL, ROBIN MCCALL, and WILLIAM MCCALL (hereafter,
3 "PLAINTIFFS"), by and through their attorneys, and for their Complaint against
4 Defendants, THE WALT DISNEY COMPANY, WALT DISNEY ENTERPRISES, INC.,
5 DISNEY WORLDWIDE SERVICES, INC., and DOES 1-30, inclusive (hereafter,
6 "DEFENDANTS"), states as follows:

7 **I. NATURE OF THE CASE**

8 1. This is a citizens' suit brought against DEFENDANTS under the citizen suit
9 enforcement provisions of the Resource Conservation and Recovery Act, 42 U.S.C. §
10 6901 et seq., (hereafter, "RCRA"), specifically Sections 7002(a)(1)(A), 42 U.S.C. §
11 6972(a)(1)(A) and RCRA § 7002(a)(1)(B), 42 U.S.C. § 6972(a)(1)(B), RCRA § 3004, 42
12 U.S.C. § 6924; RCRA § 3005, 42 U.S.C. § 6924, RCRA § 4005, and 42 U.S.C. § 6945, to
13 stop DEFENDANTS from repeated and ongoing violations of the RCRA. These
14 violations are detailed in the Notice of Violations and Intent to File Suit dated May 22,
15 2009, (hereafter, "RCRA NOTICE"), and Supplement to same, dated May 29, 2009, and
June 18, 2009, all attached hereto as EXHIBIT A and made part of these pleadings.

16 2. As described in EXHIBIT A and below, PLAINTIFFS allege that
17 DEFENDANTS are in violation of a permit, standard, regulation, condition, requirement,
18 prohibition, and/or order which has become effective pursuant to the RCRA [42 U.S.C. §
19 6972(a)(1)(A); 42 U.S.C. § 6924, 42 U.S.C. § 6925; 42 U.S.C. § 6945.]

20 3. As described in EXHIBIT A and below, PLAINTIFFS allege DEFENDANTS
21 to be past and/or present generators, past and/or present transporters, and past and/or
22 present owners or operators of a treatment, storage, or disposal facility, which has
23 contributed or which is contributing to the past or present handling, storage, treatment,
24 transportation, and/or disposal of a solid and/or hazardous waste which may present an
25 imminent and substantial endangerment to health and/or the environment. [42 U.S.C. §
6972(a)(1)(B); 42 U.S.C. § 6924, 42 U.S.C. § 6925; 42 U.S.C. § 6945.]

26 4. PLAINTIFFS seek declaratory relief, injunctive relief to prohibit future
27 violations, the imposition of civil penalties, and other relief for DEFENDANTS'
28

1 violations of the RCRA's standards and regulations applicable to the handling, disposal,
2 transportation, treatment, use, and/or storage of hexavalent chromium (Cr VI),
3 halogenated organic compounds trichloroethene ("TCE"), and perchloroethylene ("PCE")
4 and/or other pollutants, and for DEFENDANTS' violation of the RCRA's prohibition
5 against creating an imminent and substantial endangerment to human health and/or the
6 environment.

7 5. RCRA § 3005, 42 U.S.C. § 6925, requires facilities to obtain permits for the
8 handling, storage, treatment, transportation and/or disposal of hazardous waste.

9 6. RCRA § 3004, 42 U.S.C. § 6924, requires owners and operators of hazardous
10 waste treatment, storage, and disposal facilities to follow enumerated standards. These
11 requirements are enumerated in 40 C.F.R. Part 264 and include requirements for General
12 Facility Standards (Subpart B), Preparedness and Prevention (Subpart C), Contingency
13 Plans and Emergency Procedures (Subpart D), Releases from Solid Waste Management
14 Units (Subpart F), Closure and Post-Closure (Subpart G), Financial Requirements
15 (Subpart H), Surface Impoundments (Subpart K), Waste Piles (Subpart L), Land
16 Treatment (Subpart M), Landfills (Subpart N), and Miscellaneous Units (Subpart X).

17 7. RCRA § 7002(a)(1)(A), 42 U.S.C. § 6972(a)(1)(A), permits citizen suits
18 against any person alleged to be in violation of any permit, standard, regulation, condition,
19 requirement, prohibition, or order effective pursuant to the RCRA. RCRA §
20 7002(a)(1)(B), 42 U.S.C. § 6972(a)(1)(B), permits citizen suits to enjoin the handling,
21 storage, treatment, transportation and/or disposal of hazardous and/or solid waste which
22 creates or may create an imminent and substantial endangerment to human health and/or
23 the environment. Pursuant to RCRA §§ 3008(a) and 3008(g) and 7002(a), 42 U.S.C. §§
24 6928(a) and 6928(g) and 6972(a), each violation of the RCRA subjects the violator to a
25 penalty of up to \$37,500 per day, per violation for violations occurring within five (5)
26 years prior to the initiation of a citizen enforcement action. In addition, the RCRA
27 provides for injunctive relief pursuant to RCRA §§ 3008(a) and 7002(a), 42 U.S.C. §§
28 6928(a) and 6972(a).

8. This is also a citizens' suit for relief brought by PLAINTIFFS under the Clean Water Act (or "CWA" or "Act"), 33 U.S.C. § 1251 et seq., specifically 33 U.S.C. § 1311, 33 U.S.C. § 1342, and 33 U.S.C. § 1365, to stop DEFENDANTS from repeated and ongoing violations of the CWA. These violations are detailed in the Notices of Violations and Intent to File Suit made part of the pleadings of this case and attached hereto as EXHIBITS B. DEFENDANTS are discharging pollutants from a point source without a National Pollutant Discharge Elimination System ("NPDES") permit in violation of 33 U.S.C. § 1311(a), discharging storm water without a NPDES permit in violation of 33 U.S.C. § 1342(p), and/or are routinely violating the terms of the NPDES permits ("PERMITS") which regulate storm water discharges.

9. CWA § 402, 33 U.S.C. § 1342, requires dischargers to obtain a NPDES permit to discharge any pollutant into waters of the United States. CWA § 301(a), 33 U.S.C. § 1311(a), prohibits the discharge of any pollutant unless the discharge is in compliance with various enumerated sections of the CWA, including CWA § 402, 33 U.S.C. § 1342.

10. CWA § 301(a), 33 U.S.C. § 1311(a), prohibits the discharge of any pollutant unless in compliance with various enumerated sections of the CWA, including CWA § 402, 33 U.S.C. § 1342. The CWA provides for injunctive relief pursuant to CWA §§ 309(a) and 505(d), 33 U.S.C. §§ 1319(a) and 1365(d).

11. PLAINTIFFS seek declaratory relief, injunctive relief to prohibit future violations, the imposition of civil penalties, and other relief for DEFENDANTS' violations of the CWA.

II. PARTIES

12. Plaintiff Environmental World Watch, Inc., (hereinafter “EWW”), a Delaware Corporation, is a company dedicated to protecting the environment, promoting human health, and improving employee and consumer rights through civil enforcement of California’s environmental protection laws. EWW is based in Los Angeles County and is registered as a Delaware corporation with the office of the California Secretary of State.

1 EWW is acting in the public interest pursuant and is knowledgeable about the allegations
2 contained herein. EWW has practiced a policy and posture of action for over ten years of
3 alerting citizens to the environmental provisions delineated in state and federal law while
4 seeking enforcement of the same.

5 13. Plaintiffs DENNIS JACKSON, ROBERT HILL, ROBIN MCCALL, and
6 WILLIAM MCCALL live in Burbank, California, where the site or facilities which are
7 the subject of these proceedings and are under DEFENDANTS' operation or control are
8 located. PLAINTIFFS live in the immediate vicinity of waters and land affected by
9 DEFENDANTS' illegal discharges. PLAINTIFFS have interests in the water and land
10 that are or may be adversely affected by DEFENDANTS' violations as alleged herein.
11 PLAINTIFFS use the affected waters and land affected by DEFENDANTS' violations
12 and discharges as alleged herein, and their future lives will be less enjoyable as a result of
13 DEFENDANTS' discharges of toxic chemicals in the immediate vicinity of their homes
14 and daily lives. Furthermore, the relief sought will redress the injury in fact to
15 PLAINTIFFS, and the likelihood of future injury and interference with the interests of
16 PLAINTIFFS.

17 14. Defendants, THE WALT DISNEY COMPANY, DISNEY ENTERPRISES,
18 INC., and DISNEY WORLDWIDE SERVICES, INC., were and at all times herein
19 mentioned are registered with the California Secretary of State as a Delaware Corporation
20 with headquarters located at 500 South Buena Vista Street, Burbank, California. DISNEY
21 was, and at all times herein mentioned is, the owner and operator of the Burbank Facility.

22 15. Defendants DOES 1 - 30, Inclusive, respectively, are persons, partnerships,
23 corporations or entities, who are, or were, responsible for, or in some way contributed to,
24 the violations which are the subject of this Complaint or are, or were, responsible for the
25 maintenance, supervision, management, operations, or insurance coverage of
26 DEFENDANTS' facilities or operations on the site as identified herein. The names,
27 identities, capacities, or functions of DEFENDANTS DOES 1 - 30, Inclusive are presently
28 unknown to PLAINTIFFS. PLAINTIFFS shall seek leave of court to amend this

1 Complaint to insert the true names of said DOES Defendants when the same have been
2 ascertained.

3 III. JURISDICTIONAL ALLEGATIONS

4 16. Subject matter jurisdiction is conferred upon this Court by RCRA §
5 7002(a)(1), 42 U.S.C. § 6972(a)(1), which states in part, “. . . any person may commence a
6 civil action on his own behalf (A) against any person . . . who is alleged to be in violation
7 of any permit, standard, regulation, condition requirement , prohibition or order which has
8 become effective pursuant to this chapter, or (B) against any person . . . who has
9 contributed or who is contributing to the past or present handling, storage, treatment,
10 transportation or disposal of any solid or hazardous waste which may present an imminent
11 and substantial endangerment to health or the environment.”

12 17. PLAINTIFFS DENNIS JACKSON, ROBERT HILL, ROBIN MCCALL, and
13 WILLIAM MCCALL reside in the vicinity of, derive livelihoods from, own property
14 near, or recreate on, in or near or otherwise use, enjoy and benefit from the watersheds,
15 land, rivers, and associated natural resources into which DEFENDANTS pollute, or by
16 which DEFENDANTS’ operations adversely affect those PLAINTIFFS’ interests, in
17 violation of RCRA § 7002(a)(1)(A), 42 U.S.C. §6972(a)(1)(A) and RCRA § 7002
18 (a)(1)(B), 42 U.S.C. § 6972(a)(1)(B). The health, economic, recreational, aesthetic and/or
19 environmental interests of PLAINTIFFS have been, are being, and will continue to be
20 adversely affected by DEFENDANTS’ unlawful violations as alleged herein.
21 PLAINTIFFS contend there exists an injury in fact, causation of that injury by the
22 DEFENDANTS’ complained of conduct, and a likelihood that the requested relief will
23 redress that injury.

24 18. Pursuant to RCRA § 7002(2)(A), 42 U.S.C. §6972(2)(A), PLAINTIFFS gave
25 statutory notice of the RCRA violations alleged in this Complaint prior to the
26 commencement of this lawsuit to: (a) DEFENDANTS, (b) the United States
27 Environmental Protection Agency, both Federal and Regional, (c) the State of California
28

1 Water Resources Control Board, and (d) the State of California Integrated Waste
2 Management Board.

3 19. Pursuant to RCRA §§ 7002(a) and (b), 42 U.S.C. §§ 6972(a) and (b) venue
4 lies in this District because the site and operations under DEFENDANTS' ownership
5 and/or control and where illegal activities occurred which are the source of the violations
6 complained of in this action are located within this District.

7 20. Subject matter jurisdiction is also conferred upon this Court by CWA §
8 505(a)(1), 33 U.S.C. § 1365(a)(1), which states in part that, "any citizen may commence a
9 civil action on his own behalf against any person . . . who is alleged to be in violation of
10 (A) an effluent standard or limitation . . . or (B) an order issued by the Administrator or a
11 State with respect to such a standard or limitation." For purposes of CWA § 505, "the
12 term 'citizen' means a person or persons having an interest which is or may be adversely
13 affected."

14 21. PLAINTIFFS DENNIS JACKSON, ROBERT HILL, ROBIN MCCALL, and
15 WILLIAM MCCALL reside in the vicinity of, derive livelihoods from, own property
16 near, and/or recreate on, in or near or otherwise use, enjoy and benefit from the
17 watersheds, land, rivers, and associated natural resources into which DEFENDANTS
18 pollute, or by which DEFENDANTS' operations adversely affect those PLAINTIFFS'
19 interests, in violation of CWA § 301(a), 33 U.S.C. § 1311(a), CWA § 505(a)(1), 33 U.S.C. §
20 1365(a)(1), and CWA § 402, 33 U.S.C. § 1342. The health, economic, recreational,
21 aesthetic and environmental interests of PLAINTIFFS may be, have been, are being, and
22 will continue to be adversely affected by DEFENDANTS' unlawful violations.
23 PLAINTIFFS contend there exists an injury in fact to them, causation of that injury by
24 DEFENDANTS' complained of conduct, and a likelihood that the requested relief will
25 redress that injury.

26 22. Pursuant to CWA § 505(b)(1)(A), 33 U.S.C. § 1365(b)(1)(A), PLAINTIFFS
27 gave statutory notice of the CWA violations alleged in this Complaint to: (a)
28

1 DEFENDANTS, (b) the United States Environmental Protection Agency, both Federal
2 and Regional, and (c) the State of California Water Resources Control Board.

3 23. Pursuant to CWA § 505(c)(3), 33 U.S.C. § 1365(c)(3), a copy of this
4 Complaint is being served on the United States Attorney General and the Administrator of
5 the Federal EPA.

6 24. Pursuant to CWA § 505(c)(1), 33 U.S.C. § 1365(c)(1), venue lies in this
7 District because the facilities for wastewater treatment and sewage collection under
8 DEFENDANTS' operation and/or control, and the sites where illegal discharges occurred,
9 which are the source of the violations complained of in this action, are located within this
10 District.

11 **IV. STATEMENT OF FACTS**

12 25. PLAINTIFFS are informed and believe, and on said information and belief
13 allege that DEFENDANTS are past or present generators, past or present transporters, or
14 past or present owners or operators of the Site or facility identified in EXHIBITS A and B,
15 and have contributed or are contributing to the past or present handling, storage,
16 treatment, transportation, and/or disposal of solid or hazardous waste which may present
17 an imminent or substantial endangerment to human health or the environment.
18 Furthermore, DEFENDANTS' handling, use, transport, treatment, storage and/or disposal
19 of waste at the Site or facility identified in EXHIBITS A and B has violated and continues
20 to violate permits, standards, regulations, conditions, requirements or prohibitions
21 effective pursuant to the RCRA regarding hazardous or solid waste. [42 U.S.C. §§
22 6972(a)(1)(A) and (B)]. DEFENDANTS have no RCRA-authorized permits authorizing
23 the activities related to hazardous wastes described in EXHIBIT A.

24 26. Regulatory agencies have designated surface and ground waters in this area of
25 California as capable of supporting multiple beneficial uses including domestic water
26 supply, and have established Maximum Contaminant Levels ("MCLs") and Water Quality
27 Objectives ("WQOs") for these pollutants in surface and ground waters.
28

1 27. Hexavalent chromium, PCE, and TCE are known carcinogens or reproductive
2 toxins, and have been listed chemicals under Proposition 65. Surface and ground water at
3 and around the Site and facility identified in EXHIBIT A and B are potential sources of
4 drinking water under applicable Regional Water Quality Control Board Plans (aka Basin
5 Plans). PLAINTIFFS are informed and believe, and on said information and belief allege
6 that DEFENDANTS in the course of doing business have discharged hexavalent
7 chromium, PCE, TCE and other pollutants to surface and ground water at and around the
8 Site and facility as discussed in EXHIBITS A and B.

9 28. DEFENDANTS' handling, use, transport, treatment, storage, or disposal of
10 pollutants at the Site or facility identified in EXHIBITS A and B has occurred in a manner
11 which has allowed significant quantities of hazardous constituents to be discharged to soil,
12 groundwater, and surface waters beneath and around the Site and beneath and around
13 adjacent properties as well as off site as far as the Los Angeles River.

14 29. To date, the levels of pollutants remain high above the allowable MCLs or
15 WQOs for said constituents, creating an imminent and substantial endangerment to public
16 health or the environment.

17 30. PLAINTIFFS are informed and believe and on this information and belief
18 allege that the activities of DEFENDANTS as alleged in EXHIBITS A and B have been
19 knowing and/or intentional. DEFENDANTS have discharged or are intentionally and
20 illegally continuing to discharge hazardous waste in violation of the RCRA and the CWA.
21 DEFENDANTS have known of the contamination at the Site or facility identified in
22 EXHIBITS A and B for at least 18 or more years, and/or are also aware that continuing
23 discharges or failure to remediate the pollution allows the contamination to migrate
24 through the ground or ground water at or adjacent to said Site, or to continually
25 contaminate or re-contaminate actual or potential sources of drinking water as well as
26 ground water or surface waters.

27 31. Violations of this or other statutes as alleged in this Complaint are a major
28 cause of the continuing decline in water quality, and/or a continuing threat to existing or

1 future drinking water supplies in Southern California. With every discharge, ground and
2 surface water supplies are contaminated. These discharges can and must be controlled in
3 order for the ground and surface water supply to be returned as a safe source of drinking
4 water.

5 32. The CWA regulates the discharge of pollutants into navigable waters. The
6 statute is structured in such a way that all discharge of pollutants is prohibited with the
7 exception of several enumerated statutory exceptions. One such exception authorizes a
8 polluter who has been issued a NPDES permit pursuant to the Act to discharge designated
9 pollutants at certain levels subject to certain conditions. Without an NPDES permit, **all**
10 **surface and subsurface** discharges from DEFENDANTS to waters of the United States
11 are illegal.

12 33. DEFENDANTS have no NPDES permit allowing them to discharge
13 pollutants from the Site identified in EXHIBIT B to waters of the United States as
14 required by CWA § 301(a), 33 U.S.C. § 1311(a) and CWA §§ 402(a) and 402(b), 33
15 U.S.C. § 1342(a) and 1342(b) as well as CWA § 402(p), 33 U.S.C. 1342(p). The Act
16 prohibits storm water discharges without a permit (33 U.S.C. § 1342; 40 CFR § 122.26).

17 34. DEFENDANTS are discharging pollutants including hexavalent chromium,
18 TCE, PCE, and other solvents and toxic metals found at the Site and facility identified in
19 EXHIBITS A and B from the Site and various point sources within the Site to waters of the
20 United States.

21 35. The liability of DEFENDANTS stems from their ownership or operation of the
22 Site, and/or due to the activities conducted on the Site by DEFENDANTS, their
23 subsidiaries, contractors, employees, or agents.

24 36. Disposition, discharge, and release of pollutants can be traced as far back as
25 1939. DEFENDANTS have been in continuous operation prior to the passage of the CWA
26 and have been violating the Act ever since it was passed. The CWA is a strict liability
27 statute with a five-year statute of limitations. The range of dates covered by the 60-day
28 notice (EXHIBIT B) is the five-year statute of limitations as discussed in EXHIBIT B.

1 37. The majority of the violations identified in EXHIBIT B, including discharging
2 pollutants to waters of the United States without a NPDES permit, failure to obtain a
3 NPDES permit, failure to implement the requirements of the CWA, failure to meet water
4 quality objectives, etc., are continuous, and therefore each day is a violation. PLAINTIFFS
5 allege that all violations set forth in EXHIBIT B are continuing in nature or will likely
6 continue after the filing of this Complaint. Specific dates of violations are evidenced in
7 DEFENDANTS' own records (or lack thereof) or files and records of other regulatory
8 agencies including the Regional Water Quality Control Board, GeoTracker, Los Angeles
9 County Health, and local police and fire departments.

10 **V. FIRST CLAIM FOR RELIEF**

11 **Violation of Any Permit, Standard, Regulation, Condition, Requirement, Prohibition,**
12 **or Order [42 U.S.C. § 6972(a)(1)(A)]**

13 38. PLAINTIFFS incorporate the allegations set forth above in paragraphs 1
14 through 37 and in EXHIBITS A and B, as though fully set forth herein. PLAINTIFFS are
15 informed and believe, and based on such information or belief allege as follows:

16 39. RCRA § 7002(a)(1)(A), 42 U.S.C. § 6972(a)(1)(A), provides that any person
17 may commence a civil action against any person or governmental entity alleged to be in
18 violation of any permit, standard, regulation, condition, requirement, prohibition, and/or
19 order which has become effective pursuant to the RCRA. Civil penalties may be assessed
20 against any person or entity in violation of such permits, etc. pursuant to the RCRA under
21 the provisions of 42 U.S.C. §§ 6928 (a) or (g).

22 40. DEFENDANTS have failed to comply with the statutory or regulatory
23 prevention, detection, monitoring, or remediation requirements imposed under the RCRA or
24 described in the RCRA Notice attached as EXHIBIT A.

25 41. DEFENDANTS have no permit issued under the RCRA or by the state of
26 California for the use, handling, storage, transportation, disposal or treatment of hazardous
27 or solid waste at the Site or facility identified in EXHIBIT B.

1 42. DEFENDANTS' operations at the Site or facility identified in EXHIBITS A
2 and B include unlawful open dumping as that term is used in the RCRA, by discharging
3 pollutants including Hexavalent chromium, PCE, TCE, and other solvents or toxic metals to
4 the open ground, allowing these pollutants to discharge to both groundwater or surface
5 waters. The Site identified in EXHIBITS A and B does not qualify as a landfill under 42
6 U.S.C. § 6944, and does not qualify as a facility for the disposal of hazardous waste.

7 43. DEFENDANTS are in violation of RCRA Subtitle C, subchapter III, (42
8 U.S.C. § 6921 *et seq.*), by failing to properly: identify, label or list hazardous materials;
9 keep records of their hazardous waste activities including their use, handling, storage,
10 transportation or treatment of hazardous or solid waste; take proper measures to protect
11 human health or the environment; monitor their activities; and/or, acquire RCRA-
12 authorized permits.

13 44. DEFENDANTS have in the past or are knowingly now transporting, treating,
14 storing, disposing of or exporting hazardous waste identified or listed under RCRA Subtitle
15 C, subchapter III, (42 U.S.C. § 6921 *et seq.*).

16 45. DEFENDANTS' knowing transport, treatment, storage, disposal or exporting
17 of hazardous waste identified or listed under RCRA Subtitle C, subchapter III, (42 U.S.C. §
18 6921 *et seq.*) places persons in imminent danger of death or serious bodily injury.

19 46. Information currently available to PLAINTIFFS indicates that
20 DEFENDANTS' violation of any permit, standard, regulation, condition, requirement,
21 prohibition, and/or order which has become effective pursuant to RCRA § 7002(a)(1)(A)
22 has occurred every day since at least May 22, 2004, or on numerous separate occasions, and
23 that those violations are continuing.

24 47. The continuing activities by DEFENDANTS as alleged herein irreparably
25 harm PLAINTIFFS, for which harm PLAINTIFFS have no plain, speedy, or adequate
26 remedy at law.

27 Wherefore, PLAINTIFFS pray judgment against DEFENDANTS as set forth
28 hereafter.

1 **VI. SECOND CLAIM FOR RELIEF**

2 **Imminent and Substantial Endangerment to Health or to the Environment [42 U.S.C.**

3 **§ 6972(a)(1)(B)]**

4 48. PLAINTIFFS incorporate the allegations set forth above in paragraphs 1
5 through 47 and EXHIBITS A and B as though fully set forth herein. PLAINTIFFS are
6 informed and believe, and based on such information or belief allege as follows:

7 49. RCRA § 7002(a)(1)(B), 42 U.S.C. § 6972(a)(1)(B), provides that any person
8 may commence a civil action against any person or governmental entity including a past or
9 present generator, transporter, owner or operator of a treatment, storage or disposal facility
10 who has contributed to the past or present storage, treatment, transportation, and/or disposal
11 of any solid or hazardous waste which may present an imminent and substantial
12 endangerment to health or to the environment. Civil penalties may be assessed against any
13 person or entity in violation of this section, under the provisions of the RCRA, 42 U.S.C. §§
14 6928 (a) or (g).

15 50. The aforementioned pollutants are known carcinogens or reproductive toxins,
16 or when released into the environment in sufficient quantity pose an imminent or substantial
17 risk to public health or to the environment in general. Amounts of hexavalent chromium,
18 PCE, TCE, and other toxic metals or other pollutants used, handled, stored, transported,
19 disposed of or treated by DEFENDANTS is in sufficient quantity to pose an imminent or
20 substantial risk to both the environment or to human health.

21 51. DEFENDANTS are of the class of entities covered by this section of the
22 RCRA. DEFENDANTS are past or present generators, past or present transporters, or past
23 or present owners or operators of a treatment, storage, or disposal facility, which has
24 contributed or is contributing to the past or present storage, treatment, transportation, and/or
25 disposal of any solid or hazardous waste which may present an imminent and substantial
26 endangerment to health or the environment.

27 52. DEFENDANTS are in violation of RCRA Subtitle C, subchapter III, (42
28 U.S.C. § 6921 *et seq.*), by failing to properly: identify, label or list hazardous materials;

1 keep records of their hazardous waste activities including their use, handling, storage,
2 transportation and/or treatment of hazardous or solid waste; take proper measures to protect
3 human health or the environment; monitor their activities; and/or acquire RCRA-authorized
4 permits. DEFENDANTS' violations of RCRA Subtitle C, subchapter III, (42 U.S.C. §
5 6921 *et seq.*), may and do present an imminent and substantial risk to both the environment
6 and/or to human health.

7 53. DEFENDANTS' knowing transport, treatment, storage, disposal and/or
8 exporting of hazardous waste identified or listed under RCRA Subtitle C, subchapter III,
9 (42 U.S.C. § 6921 *et seq.*), places persons in imminent danger of death and/or serious
10 bodily injury.

11 54. Continuing acts and/or failure to act by DEFENDANTS to address these
12 violations will irreparably harm PLAINTIFFS for which harm they have no plain, speedy,
13 or adequate remedy at law.

14 Wherefore, PLAINTIFFS pray judgment against DEFENDANTS as set forth
15 hereafter.

16 **VII. THIRD CLAIM FOR RELIEF**

17 **Violation of Any Permit, Standard, Regulation, Condition, Requirement Prohibition,**
18 **or Order [42 U.S.C. § 6972(a)(1)(A)]; Creating Imminent and Substantial**
19 **Endangerment to Health or to the Environment [42 U.S.C. § 6972(a)(1)(B)]**
20 **specifically: Violation of Procedural and Substantive Requirements of RCRA (42**
21 **U.S.C. § 6924)**

22 55. PLAINTIFFS incorporate the allegations set forth above in paragraphs 1
23 through 54 and EXHIBITS A and B as though fully set forth herein. PLAINTIFFS are
24 informed and believe, and based on such information or belief allege as follows:

25 56. DEFENDANTS have not complied with any of the procedural and substantive
26 requirements of the RCRA pursuant to RCRA § 3004, 42 U.S.C. § 6924.

27 57. These requirements are enumerated in 40 C.F.R. Part 264 and include
28 requirements for General Facility Standards (Subpart B), Preparedness and Prevention

(Subpart C), Contingency Plans and Emergency Procedures (Subpart D), Releases from Solid Waste Management Units (Subpart F), Closure and Post-Closure (Subpart G), Financial Requirements (Subpart H), Surface Impoundments (Subpart K), Waste Piles (Subpart L), Land Treatment (Subpart M), Landfills (Subpart N), and Miscellaneous Units (Subpart X).

58. DEFENDANTS' failure to comply with these requirements is in violation of RCRA § 3004, 42 U.S.C. § 6924.

59. Information currently available to PLAINTIFFS indicates that DEFENDANTS' handling, treatment, storage, transportation, and/or disposal of their hazardous waste in violation of RCRA § 3004 has occurred every day since at least May 22, 2004, and/or on numerous separate occasions, and that those violations are continuing.

60. The continuing activities by DEFENDANTS as alleged herein irreparably harm PLAINTIFFS, for which harm PLAINTIFFS have no plain, speedy, or adequate remedy at law.

Wherefore, PLAINTIFFS pray judgment against DEFENDANTS as set forth hereafter.

VIII. FOURTH CLAIM FOR RELIEF

Violation of Any Permit, Standard, Regulation, Condition, Requirement, Prohibition, and/or Order [42 U.S.C. § 6972(a)(1)(A)]; Creating Imminent and Substantial Endangerment to Health and/or to the Environment [42 U.S.C. § 6972(a)(1)(B)] specifically - Unpermitted Handling, Treatment, Storage, Transportation and/or Disposal of Hazardous Waste (42 U.S.C. § 6925)

PLAINTIFFS incorporate the allegations set forth above in paragraphs 1 through 60 and EXHIBITS A and B as though fully set forth herein. PLAINTIFFS are informed and believe, and based on such information and/or belief allege as follows:

61. DEFENDANTS' deposition and maintenance of hazardous waste as described herein causes and has caused the generation and discharge to the environment of hazardous waste.

1 62. DEFENDANTS have installed and maintained a system of conveyances to
2 dispose of the hazardous generated and released from their facilities.

3 63. DEFENDANTS do not possess permits for the handling, storage, treatment,
4 transportation, and/or disposal of their hazardous and/or solid waste at their Burbank
5 facilities.

6 64. DEFENDANTS' unpermitted handling, storage, treatment, transportation
7 and/or disposal of their hazardous waste is in violation of RCRA § 3005, 42 U.S.C. § 6925.

8 65. Information currently available to PLAINTIFFS indicates that
9 DEFENDANTS' handling, treatment, storage, transportation, and/or disposal of their
10 hazardous waste in violation of RCRA § 3004 has occurred every day since at least May 22,
11 2004, and/or on numerous separate occasions, and that those violations are continuing.

12 66. The continuing activities by DEFENDANTS as alleged herein irreparably
13 harm PLAINTIFFS, for which harm PLAINTIFFS have no plain, speedy, or adequate
14 remedy at law.

15 Wherefore, PLAINTIFFS pray judgment against DEFENDANTS as set forth
16 hereafter.

17 **IX. FIFTH CLAIM FOR RELIEF**

18 **Violation of Any Permit, Standard, Regulation, Condition, Requirement, Prohibition,**
19 **and/or Order [42 U.S.C. § 6972(a)(1)(A)], Creating Imminent and Substantial**
20 **Endangerment to Health and/or to the Environment [42 U.S.C. § 6972(a)(1)(B)]**
21 **specifically - Prohibition Against Open Dumping (42 U.S.C. § 6945)**

22 PLAINTIFFS incorporate the allegations set forth above in paragraphs 1 through 66
23 and EXHIBITS A and B as though fully set forth herein. PLAINTIFFS are informed and
24 believe, and based on such information and/or belief allege as follows:

25 67. DEFENDANTS have engaged in open dumping by their discharge of
26 hazardous waste to open ground where it will contaminate and has contaminated the soils,
27 ground water, and surface waters as described herein.

1 68. DEFENDANTS' Burbank facility does not qualify as a landfill under 42
2 U.S.C. § 6944, and does not qualify as a facility for the disposal of hazardous waste.

3 69. DEFENDANTS have no RCRA-authorized permit for disposal, storage, or
4 treatment of solid and/or hazardous waste of the type currently and historically discharged
5 at the identified facility.

6 70. Information currently available to PLAINTIFFS indicates that
7 DEFENDANTS' open dumping in violation of RCRA § 4005 has occurred every day since
8 at least May 22, 2004, and/or on numerous separate occasions, and that those violations are
9 continuing.

10 71. The continuing activities by DEFENDANTS as alleged herein irreparably
11 harm PLAINTIFFS, for which harm PLAINTIFFS have no plain, speedy, or adequate
12 remedy at law.

13 Wherefore, PLAINTIFFS pray judgment against DEFENDANTS as set forth
14 hereafter.

15 **X. SIXTH CLAIM FOR RELIEF**

16 **Violation of the CWA, 33 U.S.C. § 1342 (a) and (b), 33 U.S.C. § 1311 - Discharge of**
17 **Pollutants from a Point Source Must be Regulated by a NPDES Permit**

18 PLAINTIFFS incorporate the allegations set forth above in paragraphs 1 through 71
19 and EXHIBITS A and B as though fully set forth herein. PLAINTIFFS are informed and
20 believe, and based on such information and/or belief allege as follows:

21 72. DEFENDANTS have violated and continue to violate the CWA as evidenced
22 by the discharges of pollutants from a point source without a NPDES permit in violation of
23 CWA § 301, 33 U.S.C. § 1311.

24 73. The violations of DEFENDANTS are ongoing and will continue after the filing
25 of this Complaint. PLAINTIFFS allege herein all violations of the CWA which may have
26 occurred or will occur prior to trial, but for which data may not have been available,
27 submitted, or apparent from the face of the reports and/or data submitted by
28 DEFENDANTS to the Regional Water Quality Control Board and/or to PLAINTIFFS prior

1 to the filing of this Complaint. PLAINTIFFS will file additional amended complaints if
2 necessary to address DEFENDANTS' State and Federal violations that may occur after the
3 filing of this Complaint. Each of DEFENDANTS' violations is a separate violation of the
4 CWA.

5 74. Without the imposition of appropriate civil penalties and the issuance of
6 appropriate equitable relief, DEFENDANTS will continue to violate the CWA as well as
7 State and Federal standards with respect to the enumerated discharges and releases
8 identified in this Complaint. PLAINTIFFS are informed and believe and on such belief
9 allege that the relief requested in this Complaint will redress the injury to PLAINTIFFS,
10 prevent future injury, and protect the interests of PLAINTIFFS, which are or may be
11 adversely affected by DEFENDANTS' violations of the CWA, as well as other State and
12 Federal standards.

13 Wherefore, PLAINTIFFS pray judgment against DEFENDANTS as set forth
14 hereafter.

15 **XI. SEVENTH CLAIM FOR RELIEF**

16 **Violation of the CWA, 33 U.S.C. § 1342(p) - Discharge of Stormwater and/or**
17 **Stormwater Containing Pollutants Without a NPDES Permit and/or in Violation of**
18 **the California General Stormwater Permit**

19 PLAINTIFFS incorporate the allegations set forth above in paragraphs 1 through 74
20 and EXHIBITS A and B as though fully set forth herein. PLAINTIFFS are informed and
21 believe, and based on such information and/or belief allege as follows:

22 75. DEFENDANTS do not comply with CWA § 402(p), which requires
23 dischargers to acquire a NPDES permit for the discharge of storm water, or to file for
24 coverage under California's General Storm water permit program ("General Permit").

25 76. The General Permit prohibits discharges of storm water contaminated with
26 industrial pollutants, which are not otherwise regulated by a NPDES permit, to storm sewer
27 systems or waters of the United States.
28

77. DEFENDANTS have violated and continue to violate the CWA and the General Permit as evidenced by DEFENDANTS' discharges of storm water containing pollutants to the affected water bodies identified in EXHIBITS A and B, in violation of CWA § 301 and CWA § 402(p).

78. DEFENDANTS have violated and continue to violate the General Permit. Any violations of the General Permit are violations of the CWA. The violations of DEFENDANTS are ongoing and will continue after the filing of this Complaint.

79. PLAINTIFFS are informed and believe and on such belief allege that without the imposition of appropriate civil penalties and the issuance of appropriate equitable relief, DEFENDANTS will continue to violate the CWA as well as State and Federal standards with respect to the enumerated discharges and releases. PLAINTIFFS are informed and believe and on such belief allege that the relief requested in this Complaint will redress the injury to PLAINTIFFS, prevent future injury, and protect the interests of PLAINTIFFS which are or may be adversely affected by DEFENDANTS' violations of the CWA, as well as other State and Federal standards.

PRAYER FOR RELIEF

PLAINTIFFS pray this Court grant the following relief:

Declare DEFENDANTS to have violated or to be in violation of the RCRA:

Enjoin DEFENDANTS from continued violations of the RCRA;

Order DEFENDANTS to fully remediate all of the damages caused by their violations of the RCRA:

Order DEFENDANTS to pay civil penalties on a per violation per day basis for their violations of the RCRA;

Declare DEFENDANTS to have violated or to be in violation of the CWA:

Enjoin DEFENDANTS from continued violations of the CWA;

Order DEFENDANTS to fully remediate all of the damages caused by their violations of the CWA:

1 Order DEFENDANTS to pay civil penalties on a per violation per day basis for their
2 violations of the CWA;

3 Order DEFENDANTS to pay PLAINTIFFS' reasonable attorneys' fees and costs
4 (including expert witness fees), as provided by law; and,

5 Grant such other or further relief as may be just or proper.

6 Dated: August 14, 2009

KERSHAW, CUTTER & RATINOFF

7
8 By: 

9 C. Brooks Cutter
10 Attorneys for Plaintiffs
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KERSHAW CUTTER & RATINOFF LLP

May 22, 2009

**VIA REGISTERED MAIL -
RETURN RECEIPT**

TO: Robert Iger, President
THE WALT DISNEY COMPANY,
a Delaware Corporation
500 South Buena Vista Street
Burbank, CA 91521

DISNEY ENTERPRISES, INC.
500 South Buena Vista Street
Burbank, CA 91521

DISNEY WORLDWIDE SERVICES, INC.
500 South Buena Vista Street
Burbank, CA 91521

Re: Notice of Violations and Intent to File Suit under the Resource
Conservation and Recovery Act

Dear Mr. Iger:

NOTICE

The Federal Resource Conservation and Recovery Act ("RCRA") 42 U.S.C. § 6901 et seq., requires that 60 days prior to the initiation of an action for violation of a permit, standard, regulation, condition, requirement, prohibition or order effective under the RCRA, a private party must give notice of the violation to the alleged violator, the Administrator of the Environmental Protection Agency and the State in which the violation is alleged to have occurred. If the violator is a State or local agency, service of notice shall be accomplished by registered mail addressed to, or by personal service upon, the head of such agency. If the alleged violator is an individual or corporation, service of notice shall be accomplished by registered mail addressed to, or by personal service upon, the owner or site manager, with a copy sent to the registered agent of the corporation. See 42 U.S.C. § 6972(b)(1)(A).

RCRA also requires that a private party provide 90 days prior notice to the alleged violator, the Administrator of the Environmental Protection Agency and the State in which the violation is alleged to have occurred before initiating an action which alleges violations

401 Watt Avenue, Sacramento, CA 95864

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www.kcrlegal.com

resulting in imminent and substantial endangerment to human health or the environment. See 42 U.S.C. § 6972(b)(2)(A). However, such an action may be brought immediately after such notification when a violation of Subtitle C of RCRA is alleged.

Subtitle C of RCRA requires hazardous waste to be tracked from the time of its generation to the time of its disposal, and further requires that such waste not be disposed of in a manner that may create a danger to human health or to the environment. As discussed below, The Walt Disney Company and related entities (Disney) operates an illegal, non-permitted hazardous waste treatment, storage and disposal facility. Disney has either failed to properly label, track and/or report the type, quantity, or disposition of waste from that facility, or have failed to use a manifest system to ensure the waste generated is properly handled, stored, treated, or disposed of. Disney is disposing wastes off-site without compliance with either the various requirements under the RCRA or with the State of California's hazardous waste requirements authorized under the RCRA. Disney's mishandling of wastes in violation of Subtitle C of RCRA was, and is, creating an imminent and substantial endangerment to human health or the environment.

Kershaw, Cutter & Ratinoff, LLP as well as Environmental World Watch, Inc., and Individual Complainants, (hereafter "EWW and Individual Complainants") allege violations of Subtitle C with regard to both a violation of a permit, standard, regulation, condition, requirement, prohibition, or order effective under RCRA, as well as for an imminent and substantial endangerment to human health or the environment.

On behalf of EWW and Individual Complainants, Kershaw, Cutter & Ratinoff, LLP hereby provides statutory notification to Disney, previously described in the headline by its alter ego entities, collectively referred to hereafter as "Polluters," of Polluters' continuing and ongoing violations of RCRA.

Under RCRA, notice to a violator regarding an alleged violation of a permit, standard, regulation, condition, requirement, or order which has become effective under RCRA shall include sufficient information to permit the recipient of the notice to identify the permit, standard, regulation, condition, requirement, or order which has allegedly been violated, the activity alleged to constitute a violation, the person or persons responsible for the alleged violation, the date or dates of the violation (or reasonable range), and the full name, address, and telephone number of the person giving notice, EWW and Individual Complainants therefore provide the following information:

1. The standard, limitation, or order alleged to have been violated.

RCRA, enacted in 1976, is a Federal law of the United States contained in 42 U.S.C. §§ 6901-6992k. Its goals are: to protect the public from harm caused by waste disposal; to encourage reuse, reduction, and recycling; and to clean up spilled or improperly stored wastes.

The Environmental Protection Agency's (EPA) waste management regulations are codified at 40 C.F.R. §§ 239-282. Regulations regarding management of hazardous waste begin at 40 C.F.R. § 260. Pursuant to RCRA, the State of California has enacted laws and promulgated regulations that are at least as stringent as the federal regulations.

Polluters' use and storage of waste at their treatment storage facility identified in the Background section of this Notice, and the disposal of those wastes as identified in this Notice has and continues to violate permits, standards, regulations, conditions, requirements and/or prohibitions effective pursuant to RCRA regarding hazardous waste. *See* 42 U.S.C. § 6972(a)(1)(A).

Polluters' operations at the facility identified in the Background section of this Notice have caused contamination of soil, groundwater, surface waters, and residential areas, which contamination presents an imminent and substantial endangerment to human health and the environment. Polluters own or operate discreet conveyances, preferential pathways, or wells, which have contributed to the transportation, treatment, storage, or disposal of the wastes at the identified facility. *See* 42 U.S.C. § 6972(a)(1)(B).

2. The activity alleged to constitute a violation.

Narratives are set forth below describing with particularity the activities leading to the violations alleged in this Notice. In summary, RCRA requires that the environment and public be protected from the hazardous wastes generated by Polluters. Pollutants including chromium (Cr VI), tetrachloroethylene (PCE), trichloroethylene (TCE), other solvents and toxic metals found at the facility identified in the Background section of this Notice constitute hazardous waste under RCRA, and are required to be managed so as to not cause endangerment to the public or the environment. RCRA specifically protects groundwater.

The liability of Polluters stems from either their ownership of the identified facility or activities conducted on the facility by Polluters which violate RCRA and have contributed to the past or present handling, storage, treatment, transportation, or disposal of any hazardous waste which may present an imminent and substantial endangerment to health

or the environment. EWW and Individual Complainants also allege Polluters to be in violation of a permit, standard, regulation, condition, requirement, prohibition, or order, which has become effective pursuant to RCRA. Polluters are guilty of open dumping, as that term is used in RCRA, by discharging pollutants including Cr VI, PCE, TCE, other solvents and toxic metals to the open ground, allowing these pollutants to discharge to both groundwater and surface waters. The facility identified in this Notice does not qualify as a landfill under 42 U.S.C. § 6944, and does not qualify as a facility for the disposal of hazardous waste.

Polluters have no RCRA-authorized permit for disposal, storage or treatment of solid or hazardous waste of the type currently and historically discharged at the identified facility.

The liability of Polluters also stems from their ownership or operation of discrete conveyances, preferential pathways or wells which have caused pollutants to be discharged to surface and groundwater via Polluters' conduits such as pipes, sewer lines, storm drains, utilities and the like, facilitating pollutant migration and discharge to waters of the State of California and the United States, and contributing to the past or present handling, storage, treatment, transportation, or disposal of any hazardous waste which may present an imminent and substantial endangerment to health or the environment.

3. The discharger responsible for the alleged violation.

The dischargers responsible for the alleged violations are the addressees of this Notice and the entities identified herein, collectively referred to as "Polluters" throughout this Notice.

4. The date or dates of violation or a reasonable range of dates during which the alleged activities occurred.

Polluters have been in continuous operation prior to the passage of RCRA and have been violating RCRA since it was passed. Disposition, discharge, and release of pollutants from the facility identified in the Background section of this Notice can be traced as far back as 1939. RCRA is a strict liability statute with a statute of limitations of 5 years; therefore, the range of dates covered by this Notice is May 22, 2004, through the date of this Notice letter. EWW and Individual Complainants will from time to time update and supplement this Notice to include all violations by Polluters which occur after the date of this Notice.

EWW and Individual Complainants have attached a list of dates for which illegal discharges have been recorded, including a description of the hazardous waste discharged. The majority of the remaining violations identified in this Notice such as: discharging pollutants to groundwater and surface waters; failure to obtain RCRA-authorized permits; failure to implement the requirements of RCRA; failure to properly label, track or report the type, quantity or disposition of waste; failure to use a manifest system to ensure waste generated is properly handled, stored, treated or disposed of; and, failure to meet water quality objectives, are continuous. Therefore, each day is a violation, EWW and Individual Complainants believe all violations set forth in this Notice are continuing in nature or will likely continue after the filing of a lawsuit. Other than provided in this Notice, specific dates of the other violations are evidenced in Polluters' own records (or lack thereof) or files and records of other agencies including the Regional Quality Control Board, GeoTracker, Los Angeles County Health and local police and fire departments

6. The person(s) giving this Notice are EWW and Individual Complainants.

A list of EWW and Individual Complainants is attached to this Notice as Attachment A and fully incorporated herein. EWW and Individual Complainants may be contacted through their agent and representative Kershaw, Cutter & Ratnoff, LLP, 401 Watt Avenue, Sacramento, CA 95864, Tel. 916-448-9800, Fax 916-669-4499, www.kcrlegal.com.

BACKGROUND

Polluters have operated a 50-acre film production, broadcast, and office facility (the "Facility") at 500 South Buena Vista, Burbank, California since approximately 1938. Polluters have released polluted waste air-cooling water from their on-going business activities at the Facility since approximately 1939. The source of this discharge water was Polluters' air-cooling system, which pumped groundwater from the Facility and discharged the spent water after a "one use" through "well water disposal lines" and pipes. Polluters, over the years, added various chemical compounds to these cooling waters to abate corrosion and scaling of the entire pipe infrastructure, and specifically added a mixture of protective chemicals containing potassium dichromate and sulfamic acid in crystalline form to the cooling water to prevent rust scaling and aid in water solubility to further accomplish these protective goals. As a result, the Cr VI contamination caused by Polluters has resulted in the chemical preservation of Cr VI in the land, water, and air surrounding the Facility.

Discharges at the east property line of the Facility traveled through three discharge pipes at Keystone Street in Burbank, California. These "Keystone Street" pipes emptied large quantities of polluted waste air-cooling water into the street at the intersection of Keystone and Parkside on a daily basis where it traveled down the adjacent streets, on Parkside to Parish Place, and on Keystone directly south, and into the City of Los Angeles' Polliwog Park. These three pipes were never abandoned and they emptied and continue to empty today into another pipe built under the originally illegal discharge intersection of Keystone and Parkside.

The polluted water, containing the previously-identified pollutants which either illegally discharged to storm drains connected to waters of the United States, or collected and pooled at Polliwog Park and later percolated down into the aquifer. Further polluted water from said discharge pipes seeped, spilled or otherwise was routed by Polluters into local Burbank City catch basins, which emptied into waters of the State of California and the United States.

The spent Cr VI compounds were discharged to Keystone Street on a daily basis. Discharges continued even after the prohibition for use of Cr VI compounds in comfort air-cooling systems effective May 18, 1990 (Title 40 Part 749.68).

These discharges by Polluters have permanently contaminated Polliwog Park. These releases of polluted discharge waters continue to pass onto land and into waters of the United States as well as recognized sources of drinking water. Tests show contamination at the Polliwog Park property and the 11-acre Polliwog parcel to be contaminated to a tested depth of at least 25 feet. It is likely the pollutants are at a much greater depth due to aquifer influences. Ongoing testing of the Polliwog parcel and of residences adjacent to Polliwog Park reveal that dirt dust, particulates, fine chemical dry sludges and micro-fine particles [<1 ug] of the same contamination have migrated off the Polliwog property. These discharges have endangered and continue to endanger drinking water supplies in and around Polliwog Park.

This damage to the Park has also created a danger to adjacent residences by the existence of Cr VI in fine particulates on the Park surfaces. Exposures to Cr VI occur when persons exercise their horses or dogs, or walk and run on the Polliwog property. These five pollutants, containing Cr VI, have blown away, been attached to human clothing, shoes, and hair, horse's hooves and coats, dog's paws and fur, and other materials to such an extent that anyone or anything walking on or utilizing the Polliwog parcel in any way will be exposed to pollutants, including Cr VI, and will then carry residues away from the property causing the further migration of the pollutants and the further and ongoing

exposures as alleged in this Notice.

There is a further danger in and near the homes of individual residents of the Rancho neighborhood in Burbank, which may also include other yet unknown innocent and unknowledgeable persons who walk on, ride on, or otherwise utilize the vacant 11-acre Polliwog parcel for recreation and enjoyment.

When the Clean Water Act permit requirement for discharged wastewater was passed in 1974, Polluters made no effort to obtain such a permit. When the Clean Air Act regulations were passed in 1987 requiring toxic air release reporting to South Coast Air Quality Management District, Polluters made no effort to inform the District they were releasing groundwater, which contained hazardous air pollutants, into the air.

Polluters failed to curtail the use of groundwater as air-cooling water and continued their practice of knowingly disposing of carcinogenic and human reproductive toxic chemicals into the surrounding densely residential neighborhood surrounding the Facility. This water was inhaled, walked in, and played in by humans, and their pets, for several decades without any warning or disclosure as later required by law.

In 1991, Polluters (along with approximately 2,500 other Valley companies with EPA industrial permits), received a letter demanding information about hazardous releases to the environment, and specifically to groundwater, soil or air. Polluters concealed their long practiced and non-permitted discharges as described in this Notice, as the revelation would have subjected Polluters to regulatory fees and fines owed to the State of California, its regulatory agencies and political subdivisions, as well as subjecting them to health danger disclosure requirements enacted by new environmental laws. Polluters made no health warnings as mandated by law, nor any disclosures to the EPA or the Regional Water Quality Control Board. Polluters did try to surreptitiously obtain a discharge permit in November 1991, but submitted a permit application void of pertinent information and information required by law. A request by the Regional Water Quality Control Board to reveal this exact information and the disclosure of decades of dangerous and negligent conduct was met with stonewalling on the part of Polluters.

On or about April 2, 2007, the EPA sent Polluters a second CERCLA § 104(e) demand letter which now included the request for information about "chromium," as well as TCE and PCE. In response to this request, and in order to avoid paying fees and penalties owed to the State of California, Polluters failed to disclose their use and discharge of Cr VI or the environmental contamination caused by Polluters' discharge of Cr VI.

Conduits owned or operated by Polluters such as sewer, utilities, waters, roads, storm water system, and other services act as discrete conveyances and preferential pathways and have contributed to the transport, storage or treatment of hazardous waste. EWW and Individual Complainants believe these preferential pathways have allowed pollutants to be carried off site from the Facility to Individual Complainants' residences and property, as well as to waters of the State of California and the United States.

The Walt Disney Company prides itself on its environmentally responsible behavior, as can be found on its Web site:

The Walt Disney Company, whose rich environmental legacy spans more than 60 years, is a pioneer among American companies in thinking about, and caring for, the planet. Through the years, Disney has launched a variety of resource conservation initiatives in addition to programs that educate guests on the importance of a healthy environment. Most recently, Disney introduced new goals in the areas of waste, carbon emissions, energy, water, ecosystems and inspiration to substantially reduce its impact on the environment and further enact environmentally responsible behavior among employees, guests, consumers and business partners, [see <http://corporate.disney.go.com/responsibility/environment.html>]

Therefore, the actions of pollution as described in this Notice, Polluters' denial that the pollution is taking place, and their vigorous litigation of any claims of pollution are completely at odds with their own stated policies.

CONTINUING VIOLATIONS

The geomorphology of the area around the Facility indicates the existence of numerous sand or gravel lenses, which are known to be conduits and can cause significant off site migration of pollutants. The plume mass at the Facility has been migrating for decades, contaminating new sources of drinking water, new aquifers, private property, waters of the State of California, waters of the United States, groundwater and surface waters. EWW and Individual Complainants take the position that adequate monitoring should be conducted throughout the entire effected area. In general, EWW and Individual Complainants believe remediation must be conducted proactively to remove existing threats both to the environment and to individuals who live in the area of the Facility.

Pollutants have been discharged from the Facility to Individual Complainants'

residential or recreational areas for decades as well. As a direct result of Polluters' violations of the RCRA, Individual Complainants have suffered loss of property value and habitability, and have experienced numerous adverse health affects, including cancer, auto immune disease, skin lesions, contact dermatitis, respiratory ailments, organ dysfunction, eye ailments, nervous disorders, systemic problems, sleep disturbance, emotional distress, and reproductive problems, including miscarriages.

Discharges by Polluters continue to this day, as do the adverse effects of prior discharges. As required by the RCRA and California's implementation of the RCRA, Polluters have: failed to prevent a release, failed to properly detect and monitor releases, failed to properly report and keep records of releases, and failed to take proper corrective action. Polluters continue to discharge pollutants to groundwater and surface waters, and have failed to obtain RCRA-authorized permits, implement the requirements of the RCRA, meet water quality objectives, properly label, track or report the type, quantity or disposition of the waste or use a manifest system to ensure that the waste generated is properly handled, stored, treated or disposed of. All of these violations are ongoing.

Recent investigation results show the new pipe running under the discharge intersection of Keystone and Parkside is 48 inches in diameter, indicating planned and anticipated massive discharge. This pipe runs the exact route of the previous 50 plus years of residential discharges, except that it is now 8 feet underground, and goes under the Polliwog Park [which is already contaminated irreparably] and under the 134 Freeway and directly into the Los Angeles River and Waters of The United States. Test results from April 1, 2009, and every single day thereafter reveal Cr VI residues and Cr VI contaminated water with concentrations of one or both exceeding the applicable maximum contamination level. The test results for total chromium circa May 2009 indicate an alarming imminent danger, and reckless disregard for human life.

REGULATORY STANDARDS

Maximum Contamination Levels (MCLs) and Water Quality Objectives (WQOs) exist to ensure protection of the beneficial uses of water. Several beneficial uses of water at the effected area exist, and the most stringent water quality objectives for protection of all beneficial uses are selected as the protective water quality criteria. Alternative cleanup and abatement actions need to be considered which evaluate the feasibility of, at a minimum:

(1) cleanup to Background levels, (2) cleanup to levels attainable through application of best practicable technology, and (3) cleanup to protective water quality criteria levels. Existing and potential beneficial uses of area groundwater include domestic,

recreational, agricultural, industrial and municipal water supply.

The Regional Water Quality Control Board has adopted a Water Quality Control Plan or "Basin Plan", which designates all groundwater and surface water within the region as capable of supporting domestic water supply.

The pollutants at the Facility have been characterized as "hazardous waste" and "solid waste" within the meaning of the provisions of the RCRA. Accordingly, all regulatory mandates applicable to hazardous or solid waste apply to the use, storage and disposal of these constituents and products.

EWV and Individual Complainants allege Polluters to be in violation of a permit, standard, regulation, condition, requirement, prohibition, or order which has become effective pursuant to the RCRA.

EWV and Individual Complainants allege Polluters to be past or present generators, past or present transporters, or past or present owners or operators of a treatment, storage, or disposal facility. EWV and Individual Complainants allege Polluters have contributed or are contributing to the past or present handling, storage, treatment, transportation, or disposal of any solid or hazardous waste which may present an imminent and substantial endangerment to health or the environment.

Polluters are guilty of open dumping as that term is used in the RCRA by discharging pollutants including Cr VI, PCE, TCE, other solvents, and toxic metals to the open ground allowing these pollutants to discharge to both groundwater and surface waters. The Facility does not qualify as a landfill under 42 U.S.C. § 6944, and does not qualify as a facility for the disposal of hazardous waste. Polluters have no RCRA-authorized permit for disposal, storage or treatment of solid or hazardous waste of the type currently and historically discharged at the Facility.

Ongoing violations of the RCRA as described herein have occurred between May 15, 2004, and the date of this Notice. Polluters have threatened, caused, or permitted hazardous waste to be discharged or deposited at the Facility where it is, or probably will be, discharged into waters of the State of California or the United States and now creates, or threatens to create, a condition of pollution or nuisance. The discharge and threatened discharge of such waste is deleterious to the beneficial uses of water, and is creating and threatens to create a condition of pollution and nuisance which will continue unless the discharge and threatened discharge is permanently abated.

Past or current violations of the RCRA authorize the assessment of civil penalties. The enforcement provisions of 42 U.S.C. § 6928(g) provide for the payment of penalties when conditions of hazardous waste disposal have been alleged as in this Notice with respect to the Facility. Accordingly, under these provisions, persons or entities violating the RCRA are subject to substantial liability to the United States on a per-day basis.

Polluters' use and storage of wastes at the Facility between May 15, 2004, and the date of this Notice, have allowed significant quantities of hazardous constituents to be released or discharged into soil, surface and groundwater in violation of provisions of the RCRA and California hazardous waste regulatory programs.

Contaminant levels of Cr VI, PCE, TCE, in groundwater and soils at the Facility are significantly greater than the allowable MCL and WQO for said constituents. Cr VI, PCE, TCE, are known carcinogens or reproductive toxins. All are known to harm both plants and animals. In their concentrations at the Facility, these pollutants are creating an imminent and substantial endangerment to public health and the environment.

Although the RCRA is a strict liability statute, EWW and Individual Complainants believe the violations of the RCRA by Polluters alleged in this Notice are knowing and intentional in that Polluters in the past have used, stored, treated, transported and disposed of pollutants at the Facility which are known to contain hazardous substances, and in that Polluters have intended the acts described herein. Polluters have known of the contamination at the Facility since at least the 1970s, and have also known that failing to promptly remediate the pollution allows the contamination to migrate through soil and groundwater at and adjacent to the Facility, and to continually contaminate and re-contaminate actual and potential sources of drinking water in addition to surface waters.

As discussed herein, EWW and Individual Complainants are alleging violations of Subtitle C of the RCRA with regard to both violation of a permit, standard, regulation, condition, requirement, prohibition or order effective under the RCRA and for an imminent and substantial endangerment to human health or the environment.

Violations of the RCRA of the type alleged herein are a major cause of the continuing decline in water quality and pose a continuing threat to existing and future drinking water supplies of California. With every discharge, groundwater supplies are contaminated. These discharges can and must be controlled in order for the groundwater supply to be returned to a safe source of drinking water.

In addition to the violations set forth above, this Notice is intended to cover all

violations of the RCRA evidenced by information which becomes available to EWW and Individual Complainants after the date of this Notice, and seeks all penalties and other enforcement provisions related to such violations.

The violations of Polluters as set forth in this Notice affect the health and enjoyment of Individual Complainants who reside, work and recreate in the affected area. Individual Complainants use this watershed for domestic water supply, agricultural water supply, recreation, sports, residing, fishing, swimming, hiking, photography, nature walks and the like. Their health, property rights, use and enjoyment of this area are specifically impaired by Polluters' violations of the RCRA as set forth herein.

CONTACT INFORMATION

EWW and Individual Complainants have retained legal counsel to represent them in this matter. All communications should be addressed to:

C. Brooks Cutter, Esq.
John R. Parker, Jr., Esq.
Kershaw, Cutter & Ratinoff, LLP
401 Watt Avenue
Sacramento, CA 95864
Telephone - 916-448-9800
Facsimile - 916-669-4499

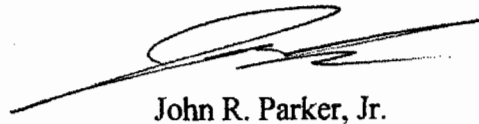
CONCLUSION

EWW and Individual Complainants believe this Notice sufficiently states the grounds for filing suit under the statutory and regulatory provisions of the RCRA. EWW and Individual Complainants intend to file suit against Polluters for each of the violations alleged in this Notice, and with respect to the existing conditions at the Facility.

EWW and Individual Complainants are willing to discuss effective remedies for the violations referenced in this Notice. If Polluters wish to pursue such discussions in the absence of extended litigation, they are encouraged to initiate such discussions immediately so that the parties might be on track to resolving the issues raised in this Notice before the time required for filing initial pleadings. EWW and Individual Complainants will not delay the progression of the lawsuit if discussions have not commenced by the time the responsive pleadings are required to be filed.

The Walt Disney Company
May 22, 2009
Page 13

Very truly yours,



John R. Parker, Jr.

JRP:kg

cc: Administrator
U.S. Environmental Protection Agency
Ariel Rios Building
1200 Pennsylvania Avenue, N.W.
Washington, D.C. 20460

Regional Administrator
U.S. Environmental Protection Agency, Region 9
75 Hawthorne Street
San Francisco, CA 94105

Executive Director
State Water Resources Control Board
P.O. Box 100
Sacramento, CA 95812-0100

Executive Director
California Integrated Waste Management Board
1001 "I" Street
Sacramento, CA 95814

Marsha L. Reed, Agent for Service
500 South Buena Vista Street
Burbank, CA 91521

Courtesy Copy:

Charity Gilbreth
Latham & Watkins
650 Town Center Drive, Suite 2000
Costa Mesa, CA 92626

May 22, 2009

Notice of Violations and Intent to Sue under Resource Conservation and Recovery Act

"Attachment A"

Environmental World Watch, Inc.

Dennis Jackson

Robert Hill

Robin McCall

William Wyatt McCall



KERSHAW | CUTTER & RATINOFF | LLP

May 29, 2009

**VIA REGISTERED MAIL-RETURN
RECEIPT REQUESTED**

TO: Robert Iger, President
THE WALT DISNEY COMPANY,
A Delaware Corporation
500 South Buena Vista Street
Burbank, CA 91521

DISNEY ENTERPRISES, INC.
500 South Buena Vista Street
Burbank, CA 91521

DISNEY WORLDWIDE SERVICES, INC.
500 South Buena Vista Street
Burbank, CA 91521

Re: Notice of Violations and Intent to File Suit under the Resource
Conservation and Recovery Act

Dear Mr. Iger:

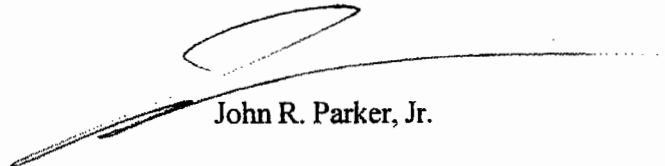
This will supplement the Notice dated May 22, 2009, sent by my office on behalf of Environmental World Watch, Inc., Dennis Jackson, Robert Hill, Robin McCall, and William Wyatt McCall with the following discharge information:

Date of Discharge	Location of Discharge	Contents of Discharge ¹
May 1, 2009	Los Angeles River	Chrome VI
May 6, 2009	Los Angeles River	Chrome VI
May 11, 2009	Los Angeles River	Chrome VI
May 16, 2009	Los Angeles River	Chrome VI

¹ Chrome VI was found in samples taken on the dates identified herein at the discharge pipe terminus into the Los Angeles River. This discharge pipe runs from the intersection of Keystone and Parkside, immediately east and adjacent to the 500 So. Buena Vista property line, to the Los Angeles River. The quantities of Cr VI found in the samples of H2O and H2O sludge as residue exceed the Maximum Contaminant Level (MCL) for Cr VI in drinking water and the No Significant Risk Level (NSRL) under Ca Health and Safety Code section 25249.5, et seq. Please note that page nine of the Notice dated May 22, 2009, referencing testing of this pipe's discharge beginning on April 1, 2009, should state that the testing began on May 1, 2009.

The Walt Disney Company
May 29, 2009
Page 2

Very truly yours,



John R. Parker, Jr.

JRP:kg

cc: Administrator
U.S. Environmental Protection Agency
Ariel Rios Building
1200 Pennsylvania Avenue, N.W.
Washington, D.C. 20460

Regional Administrator
U.S. Environmental Protection Agency, Region 9
75 Hawthorne Street
San Francisco, CA 94105

Executive Director
State Water Resources Control Board
P.O. Box 100
Sacramento, CA 95812-0100

Executive Director
California Integrated Waste Management Board
1001 "I" Street
Sacramento, CA 95814

Marsha L. Reed, Agent for Service
500 South Buena Vista Street
Burbank, CA 91521

Courtesy Copy:

Latham & Watkins, LLP
Gene A. Lucero
James L. Arnone
Charity Gilbreth



KERSHAW CUTTER & RATINOFF LLP

June 18, 2009

Robert Iger, President
THE WALT DISNEY COMPANY,
a Delaware Corporation
500 South Buena Vista Street
Burbank, CA 91521

VIA PERSONAL SERVICE

DISNEY ENTERPRISES, INC.
500 South Buena Vista Street
Burbank, CA 91521

DISNEY WORLDWIDE SERVICES, INC.
500 South Buena Vista Street
Burbank, CA 91521

Re: Second Supplemental Notice of Violations and Intent to File Suit under the
Resource Conservation and Recovery Act

Dear Polluters, Owner, Site Manager, Managing Agent, Head of Agency:

NOTICE

The Federal Resource Conservation and Recovery Act ("RCRA") 42 U.S.C. § 6901 et seq., requires that 60 days prior to the initiation of an action for violation of a permit, standard, regulation, condition, requirement, prohibition or order effective under the RCRA, a private party must give notice of the violation to the alleged violator, the Administrator of the Environmental Protection Agency and the State in which the violation is alleged to have occurred. If the alleged violator is an individual or corporation, service of notice shall be accomplished by registered mail addressed to, or by personal service upon, the owner or site manager, with a copy sent to the registered agent of the corporation. 42 U.S.C. § 6972(b)(1)(A).

RCRA also requires that a private party provide 90 days prior notice to the alleged violator, the Administrator of the Environmental Protection Agency and the State in which the violation is alleged to have occurred before initiating an action which alleges violations resulting in imminent and substantial endangerment to human health or the environment. 42 U.S.C. § 6972(b)(2)(A). However, such an action may be brought immediately after such notification when a violation of RCRA subchapter III, 42 U.S.C. §§ 6921-6939e, is alleged.

Subchapter III of RCRA requires hazardous waste to be tracked from the time of its generation to the time of its disposal, and further requires that such waste not be disposed of in a manner that may create a danger to human health or to the environment. As discussed below, The Walt Disney Company and related entities ("Disney") operates an illegal, non-permitted

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Tel 916.448.9800, Toll Free 800.979.5279, Fax 916.669.4499

www.kcrlegal.com

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Disney Worldwide Services, Inc.
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hazardous waste treatment, storage and disposal facility. Disney has either failed to properly label, track and/or report the type, quantity or disposition of waste from that facility, or have failed to use a manifest system to ensure the waste generated is properly handled, stored, treated or disposed of. Disney is disposing wastes off-site without compliance with either the various requirements under the RCRA or with the State of California's hazardous waste requirements authorized under the RCRA. Disney' mishandling of wastes in violation of subchapter III of RCRA have and are creating an imminent and substantial endangerment to human health or the environment.

Kershaw, Cutter & Ratnoff, LLP, as well as Environmental World Watch, Inc., and Individual Complainants, (hereafter "EWW and Individual Complainants") allege violations of subchapter III with regard to both a violation of a permit, standard, regulation, condition, requirement, prohibition, or order effective under RCRA, as well as for an imminent and substantial endangerment to human health or the environment. On behalf of EWW and Individual Complainants, Kershaw, Cutter & Ratnoff, LLP hereby provides statutory notification to Disney, previously described in the headline by its alter ego entities, collectively referred to hereafter as "Polluters," of Polluters' continuing and ongoing violations of RCRA, EWW and Individual Complainants allege violations of subchapter III with regard to both a violation of a permit, standard, regulation, condition, requirement, prohibition or order effective under the RCRA, as well as for an imminent and substantial endangerment to human health or the environment. This Second Supplemental Notice incorporates by reference the entirety of previous Notice and Supplemental Notice sent by Registered Mail on May 23, 2009, and May 29, 2009, by Individual Complainants to Polluter as if set forth fully herein.

Under the RCRA, notice to a violator regarding an alleged violation of a permit, standard, regulation, condition, requirement, or order which has become effective under the RCRA shall include sufficient information to permit the recipient of the notice to identify the permit, standard, regulation, condition, requirement, or order which has allegedly been violated, the activity alleged to constitute a violation, the person or persons responsible for the alleged violation, the date or dates of the violation (or reasonable range), and the full name, address, and telephone number of the person giving notice. EWW and Individual Complainants therefore provide the following information:

- I. The standard, limitation, or order alleged to have been violated.

RCRA, enacted in 1976, is a Federal law of the United States contained in 42 U.S.C. §§ 6901-6992k. Its goals are: to protect the public from harm caused by waste disposal; to encourage reuse, reduction, and recycling; and, to clean up spilled or improperly stored wastes.

RCRA section 3005, 42 U.S.C. § 6925, requires facilities to obtain permits for the handling, storage, treatment, transportation and/or disposal of hazardous waste. Polluters have no such RCRA authorized permits. RCRA § 3004, 42 U.S.C. § 6924, requires owners and

operators of hazardous waste treatment, storage, and disposal facilities to follow enumerated standards. These requirements are enumerated in 40 C.F.R. Part 264 and include requirements for General Facility Standards (Subpart B), Preparedness and Prevention (Subpart C), Contingency Plans and Emergency Procedures (Subpart D), Releases from Solid Waste Management Units (Subpart F), Closure and Post-Closure (Subpart G), Financial Requirements (Subpart H), Surface Impoundments (Subpart K), Waste Piles (Subpart L), Land Treatment (Subpart M), Landfills (Subpart N), and Miscellaneous Units (Subpart X). Polluters have failed to follow the aforementioned enumerated standards.

The Environmental Protection Agency's ("EPA") waste management regulations are codified at 40 C.F.R. §§ 239-282. Regulations regarding management of hazardous waste begin at 40 C.F.R. § 260. Pursuant to the RCRA, the State of California has enacted laws and promulgated regulations that are at least as stringent as the federal regulations.

Polluters' use and storage of waste at their facility identified in the BACKGROUND section of this Notice, and the disposal of those wastes as identified in this Notice has and continues to violate permits, standards, regulations, conditions, requirements and/or prohibitions effective pursuant to the RCRA regarding hazardous waste. [42 U.S.C. § 6972(a)(1)(A)].

Polluters' operations at the Site identified in the BACKGROUND section of this Notice have caused contamination of soil, groundwater, surface waters and residential areas, which contamination presents an imminent and substantial endangerment to human health and the environment. Polluters own or operate discreet conveyances, ponds or preferential pathways which have contributed to the transportation, treatment, storage, or disposal of the wastes at the identified facility. [42 U.S.C. § 6972(a)(1)(B)].

2. The Activity Alleged to Constitute a Violation

Narratives are set forth below describing with particularity the activities leading to the violations alleged in this Notice. In summary, the RCRA requires that the environment and public be protected from the hazardous wastes generated by Polluters. Pollutants including chromium, hexavalent chromium ("Chrome six" or Cr VI), tetrachloroethylene (PCE), trichloroethylene (TCE), mercury, other solvents and toxic metals found at the facility identified in the BACKGROUND section of this Notice constitute hazardous waste under the RCRA, and are required to be managed so as to not cause endangerment to the public or the environment. The RCRA specifically protects groundwater.

The liability of Polluters stems from either their ownership or operation of the identified facility or activities conducted on the facility by Polluters which violate the RCRA and have contributed to the past or present handling, storage, treatment, transportation, or disposal of any hazardous waste which may present an imminent and substantial endangerment to health or the

environment. EWW and Individual Complainants also allege Polluters to be in violation of a permit, standard, regulation, condition, requirement, prohibition, or order which has become effective pursuant to the RCRA. Polluters are guilty of open dumping, as that term is used in the RCRA, by discharging pollutants including Cr VI, PCE, TCE, other solvents and toxic metals to the open ground, allowing these pollutants to discharge to both groundwater and surface waters. The facility identified in this Notice does not qualify as a landfill under 42 U.S.C. § 6944, and does not qualify as a facility for the disposal of hazardous waste. Polluters have no RCRA-authorized permit for disposal, storage or treatment of solid or hazardous waste of the type currently and historically discharged at the identified facility. Polluters' failure to comply with these requirements is in violation of RCRA § 3004, 42 U.S.C § 6924. Information currently available to EWW and Individual Complainants indicates that the Polluters' handling, treatment, storage, transportation, and/or disposal of its hazardous waste in violation of RCRA § 3004 has occurred every day since at least May 15, 2004, and that those violations are continuing.

The liability of Polluters also stems from their ownership or operation of discrete conveyances, preferential pathways or wells which have caused pollutants to be discharged to surface and groundwaters via Polluters' conduits such as pipes, sewer lines, storm drains, utilities and the like, facilitating pollutant migration and discharge to waters of the State of California and the United States, and contributing to the past or present handling, storage, treatment, transportation, or disposal of any hazardous waste which may present an imminent and substantial endangerment to health or the environment.

3. The discharger responsible for the alleged violation.

The dischargers responsible for the alleged violations are the addressees of this Notice and the entities identified herein, collectively referred to as "Disney" or "Polluters" throughout this Notice.

4. The date or dates of violation or a reasonable range of dates during which the alleged activities occurred.

Polluters have been in continuous operation prior to the passage of the RCRA and have been violating the RCRA ever since it was passed. Disposition, discharge and release of pollutants from the facility identified in the BACKGROUND section of this Notice can be traced as far back as 1939. The RCRA is a strict liability statute with a statute of limitations of 5 years; therefore, the range of dates covered by this Notice is June 18, 2004 through the date of this Notice letter. EWW and Individual Complainants will from time to time update and supplement this Notice to include all violations by Polluters which occur after the date of this Notice.

EWW and Individual Complainants have previously provided a list of dates for which illegal discharges have been recorded, including a description of the hazardous waste discharged. That list was included in the Supplemental Notice sent on May 29, 2009. The majority of the

remaining violations identified in this Notice such as: discharging pollutants to groundwater and surface waters; failure to obtain RCRA-authorized permits; failure to implement the requirements of the RCRA; failure to properly label, track or report the type, quantity or disposition of waste; failure to use a manifest system to ensure waste generated is properly handled, stored, treated or disposed of; and, failure to meet water quality objectives, are continuous. Therefore, each day is a violation. EWW and Individual Complainants believe all violations set forth in this Notice are continuing in nature or will likely continue after the filing of a lawsuit. Other than provided in this Notice, specific dates of the other violations are evidenced in Polluters' own records (or lack thereof) or files and records of other agencies including the Regional Quality Control Board; GeoTracker; Los Angeles County health, police, and fire departments; and other local agencies.

6. The full name, address, and telephone number of the person giving notice.

The person(s) giving this Notice are EWW and Individual Complainants through their agent and representative Kershaw, Cutter & Ratnoff, LLP, 401 Watt Avenue, Sacramento, CA 95864, Tel. 916-448-9800, Fax 916-669-4499, www.kcrlegal.com. A list of all EWW and Individual Complainants is attached to this Notice as Attachment A and fully incorporated herein.

BACKGROUND

Polluters have operated a 50-acre film production and broadcast facility (the "Facility") at 500 Buena Vista Street, Burbank, California since 1938. Polluters have released polluted waste air-cooling water from their on-going business activities at the Facility since 1939. The source of this discharge water was Polluters' air-cooling system which pumped groundwater from the Facility and discharged the spent water after a "one use" through the "well water disposal lines" and pipes. Polluters added a mixture containing potassium dichromate and sulfamic acid in crystalline form to the cooling water to prevent rust and scaling. As a result, Polluters' cooling water was contaminated with both total chrome and chromium six.

Discharges at the east property line of the Facility traveled through three discharge pipes at Keystone Street in Burbank, California. Further discharges occurred at the west property line on Buena Vista Street through a 16-inch pipe. The three "Keystone Street" pipes emptied large quantities of polluted waste air cooling water into the street at the intersection of Keystone and Parkside on a daily basis where it traveled down the adjacent streets (Parkside to Parish Place) and (Keystone directly south), and into the City of Los Angeles' Polliwog Park. This polluted water, containing the previously-identified pollutants, were either illegally discharged to storm drains connected to waters of the United States, or they collected and pooled at Polliwog Park and later percolated down into the aquifer. Further polluted water from said discharge pipes seeped, spilled, or otherwise was routed by Polluters into local Burbank City catch basins which emptied into waters of the State of California and the United States.

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The spent chromium and chrome six compounds were discharged to Keystone Street on a daily basis. Discharges continued even after the prohibition for use of Cr VI compounds in comfort air-cooling systems effective May 18, 1990 (Title 40 Part 749.68).

These discharges by Polluters have permanently contaminated Polliwog Park. These releases of polluted discharge waters continue to pass onto land and into waters of the United States as well as recognized sources of drinking water. Tests show contamination at the Polliwog Park property and the 11-acre Polliwog parcel to be contaminated to a tested depth of at least 25 feet. It is likely the pollutants are at a much greater depth due to aquifer influences. Ongoing testing of the Polliwog parcel and of residences adjacent to Polliwog Park reveal that dirt dust, particulates, fine Listed Chemical dry sludges and micro-fine particles [$<1 \mu\text{g}$] of the same contamination have migrated off the Polliwog property. These discharges have endangered and continue to endanger drinking water supplies in and around Polliwog Park.

This damage to the Park is also a danger to adjacent residences by the existence of Cr VI in fine particulates on the Park surfaces. Exposures to Cr VI occur when persons exercise their horses or dogs, or walk and run on the Polliwog property. These Listed Chemical dusts, also described as Toxic Air Contaminants (in the form of Cr VI) have blown away, been attached to human clothing, shoes and hair, horses' hooves and coats, dogs' paws and fur, and other materials to such an extent that anyone or anything walking on or utilizing the Polliwog parcel in any way will be exposed to one of the Listed Chemicals, including Cr VI, and will then carry residues of that Listed Chemical away from the property causing the further migration of the pollutants and the further and ongoing exposures as alleged in this Notice.

There is a further danger in and near the homes of individual residents of the Burbank Rancho neighborhood which may also include other yet unknown innocent and unknowledgeable persons who walk on, ride on, or otherwise utilize the vacant 11-acre Polliwog parcel for recreation and enjoyment.

When the Clean Water Act permit requirement for discharged wastewater was passed in 1974, Polluters made no effort to obtain such a permit. When the Clean Air Act regulations were passed in 1987 requiring toxic air release reporting to South Coast Air Quality Management District, Polluters made no effort to inform the District they were releasing groundwater to the air which contained hazardous air pollutants. Polluters failed to curtail the use of groundwater as air-cooling water and continued their practice of knowingly disposing of carcinogenic and human reproductive toxic chemicals into the surrounding densely residential neighborhood surrounding the Facility.

In 1991, Polluters (along with approximately 2,500 other Valley companies with EPA industrial permits), received a letter demanding information about hazardous releases to the environment, and specifically to groundwater, soil or air. Polluters concealed their long

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practiced and non-permitted discharges as described in this Notice. Polluters made no health warnings as mandated by law, nor any disclosures to the EPA or the Regional Water Quality Control Board. Polluters did try to surreptitiously obtain a discharge permit in November 1991, but submitted a permit application void of pertinent information and information required by law. A request by the Regional Water Quality Control Board to reveal this exact information and the disclosure of decades of dangerous and negligent conduct was met with stonewalling on the part of Polluters.

On or about April 2, 2007 the EPA sent Polluters a second CERCLA § 104(e) demand letter which now included the request for information about "chromium," as well as TCE and PCE. In response to this request, Polluters failed to disclose their use and discharge of Cr VI or the environmental contamination caused by Polluters' discharge of Cr VI.

Conduits owned or operated by Polluters such as sewer, utilities, waters, roads, storm water system, and other services act as discrete conveyances and preferential pathways and have contribute to the transport, storage or treatment of hazardous waste. EWW and Individual Complainants believe these preferential pathways have allowed pollutants to be carried off site from the Facility to EWW and Individual Complainants' residences and property as well as to waters of the State of California and the United States.

The Walt Disney Company prides itself on its environmentally responsible behavior, as can be found on its Web site:

The Walt Disney Company, whose rich environmental legacy spans more than 60 years, is a pioneer among American companies in thinking about, and caring for, the planet. Through the years, Disney has launched a variety of resource conservation initiatives in addition to programs that educate guests on the importance of a healthy environment. Most recently, Disney introduced new goals in the areas of waste, carbon emissions, energy, water, ecosystems and inspiration to substantially reduce its impact on the environment and further enact environmentally responsible behavior among employees, guests, consumers and business partners.

[see <http://corporate.disney.go.com/responsibility/environment.html>]

Therefore, the actions of pollution as described in this Notice, Polluters' denial that the pollution is taking place and their vigorous litigation of any claims of pollution are completely at odds with their own stated policies.

CONTINUING VIOLATIONS

The geomorphology of the area around the Facility indicates the existence of numerous sand or gravel lenses which are known to be conduits and can cause significant off site migration

of pollutants. The plume mass at the Facility has been migrating for decades, contaminating new sources of drinking water, new aquifers, private property, waters of the State of California, waters of the United States, groundwaters and surface waters. EWW and Individual Complainants take the position that adequate monitoring should be conducted throughout the entire effected area. In general, EWW and Individual Complainants believe remediation must be conducted proactively to remove existing threats both to the environment and to individuals who live in the area of the Facility.

Discharges by Polluters continue to this day, as do the adverse effects of prior discharges. As required by the RCRA and California's implementation of the RCRA, Polluters have: failed to prevent a release, failed to properly detect and monitor releases, failed to properly report and keep records of releases, and failed to take proper corrective action. Polluters continue to discharge pollutants to groundwater and surface waters, and have failed to obtain RCRA-authorized permits, implement the requirements of the RCRA, meet water quality objectives, properly label, track or report the type, quantity or disposition of the waste or use a manifest system to ensure that the waste generated is properly handled, stored, treated or disposed of. All of these violations are ongoing.

Recent investigation results show a new pipe running under the discharge intersection of Keystone and Parkside, indicating planned and anticipated massive discharge. This pipe runs the exact route of the previous 50 plus years of residential discharges, except that it is now 8 feet underground, and goes under the Polliwog Park (which is already contaminated irreparably), under the 134 Freeway and directly into the Los Angeles River and Waters of The United States. Test results from April 1, 2009, and every single day thereafter reveal total chrome and chrome six residues and contaminated water with concentrations exceeding the applicable maximum contamination level. The test results for total chromium circa May 2009 indicate an alarming imminent danger, and reckless disregard for human life.

REGULATORY STANDARDS

Maximum Contamination Levels (MCLs) and Water Quality Objectives (WQOs) exist to ensure protection of the beneficial uses of water. Several beneficial uses of water at the effected area exist, and the most stringent water quality objectives for protection of all beneficial uses are selected as the protective water quality criteria. Alternative cleanup and abatement actions need to be considered which evaluate the feasibility of, at a minimum: (1) cleanup to background levels, (2) cleanup to levels attainable through application of best practicable technology, and (3) cleanup to protective water quality criteria levels. Existing and potential beneficial uses of area groundwater include domestic, recreational, agricultural, industrial and municipal water supply.

The Regional Water Quality Control Board has adopted a Water Quality Control Plan or "Basin Plan", which designates all groundwater and surface water within the region as capable of supporting domestic water supply.

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The pollutants at the Facility have been characterized as "hazardous waste" and "solid waste" within the meaning of the provisions of the RCRA. Accordingly, all regulatory mandates applicable to hazardous or solid waste apply to the use, storage and disposal of these constituents and products.

EWV and Individual Complainants allege Polluters to be in violation of a permit, standard, regulation, condition, requirement, prohibition, or order which has become effective pursuant to the RCRA.

EWV and Individual Complainants allege Polluters to be past or present generators, past or present transporters, or past or present owners or operators of a treatment, storage, or disposal facility. EWV and Individual Complainants allege Polluters have contributed or are contributing to the past or present handling, storage, treatment, transportation, or disposal of any solid or hazardous waste which may present an imminent and substantial endangerment to health or the environment.

Polluters are guilty of open dumping as that term is used in the RCRA by discharging pollutants including Cr VI, PCE, TCE, mercury, other solvents and toxic metals to the open ground allowing these pollutants to discharge to both groundwater and surface waters. The Facility does not qualify as a landfill under 42 U.S.C. § 6944, and does not qualify as a facility for the disposal of hazardous waste. Polluters have no RCRA- authorized permit for disposal, storage or treatment of solid or hazardous waste of the type currently and historically discharged at the Facility.

In addition to the dates identified in this Notice, ongoing violations of the RCRA as described herein have occurred between June 18, 2004 and the date of this Notice letter. Polluters have threatened, caused or permitted hazardous waste to be discharged or deposited at the Facility where it is, or probably will be, discharged into waters of the State of California or the United States and now creates, or threatens to create, a condition of pollution or nuisance. The discharge and threatened discharge of such waste is deleterious to the beneficial uses of water, and is creating and threatens to create a condition of pollution and nuisance which will continue unless the discharge and threatened discharge is permanently abated.

Past or current violations of the RCRA authorize the assessment of civil penalties. The enforcement provisions of 42 U.S.C. §§ 6928(a) and 6928(g) provide for the payment of penalties when conditions of hazardous waste disposal have been alleged as in this Notice with respect to the Facility. Accordingly, under these provisions, persons or entities violating the RCRA are subject to substantial liability to the United States on a per-day basis.

Polluters' use and storage of wastes at the Facility between June 18, 2004 and the date of this Notice letter have allowed significant quantities of hazardous constituents to be released or

discharged into soil, surface and groundwaters in violation of provisions of the RCRA and California hazardous waste regulatory programs.

Contaminant levels of total chrome, Cr VI, PCE, TCE, mercury, other solvents and toxic metals in groundwater and soils at the Facility are significantly greater pollutants than the allowable MCL and WQO for said constituents. Total chrome, Cr VI, PCE, TCE, mercury are known carcinogens and/or reproductive toxins. All are known to harm both plants and animals. In their concentrations at the Facility, these pollutants are creating an imminent and substantial endangerment to public health and the environment.

Although the RCRA is a strict liability statute EWW and Individual Complainants believe the violations of the RCRA by Polluters alleged in this Notice are knowing and intentional in that Polluters in the past have used, stored, treated, transported and disposed of pollutants at the Facility which are known to contain hazardous substances, and in that Polluters have intended the acts described herein. Polluters have known of the contamination at the Facility since at least the 1970s, and have also known that failing to promptly remediate the pollution allows the contamination to migrate through soil and groundwater at and adjacent to the Facility and to continually contaminate and re-contaminate actual and potential sources of drinking water in addition to surface waters.

As discussed herein, EWW and Individual Complainants are alleging violations of subchapter III of the RCRA with regard to both violation of a permit, standard, regulation, condition, requirement, prohibition or order effective under the RCRA and for an imminent and substantial endangerment to human health or the environment.

Violations of the RCRA of the type alleged herein are a major cause of the continuing decline in water quality and pose a continuing threat to existing and future drinking water supplies of California. With every discharge, groundwater supplies are contaminated. These discharges can and must be controlled in order for the groundwater supply to be returned to a safe source of drinking water.

In addition to the violations set forth above, this Notice is intended to cover all violations of the RCRA evidenced by information which becomes available to EWW and Individual Complainants after the date of this Notice, and seeks all penalties and other enforcement provisions related to such violations.

The violations of Polluters as set forth in this Notice affect the health and enjoyment of EWW and Individual Complainants who reside, work and recreate in the affected area. EWW and Individual Complainants reside in the vicinity of, derive livelihoods from, own property near, or recreate on, in or near or otherwise use, enjoy and benefit from the watersheds, land, rivers, and associated natural resources into which. The health, economic, recreational, aesthetic and/or environmental interests of EWW and Individual Complainants have been, are being, and

The Walt Disney Company
Disney Enterprises, Inc.
Disney Worldwide Services, Inc.
June 18, 2009
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will continue to be adversely affected by Polluters' violations of the RCRA as set forth herein.

CONTACT INFORMATION

EWW and Individual Complainants have retained legal counsel to represent them in this matter. All communications should be addressed to:

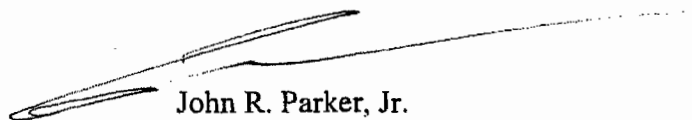
C. Brooks Cutter, Esq.
John R. Parker, Jr., Esq.
Kershaw, Cutter & Ratnoff, LLP
401 Watt Avenue
Sacramento, CA 95864
Telephone - 916-448-9800/Facsimile - 916-669-4499

CONCLUSION

EWW and Individual Complainants believe this Notice sufficiently states the grounds for filing suit under the statutory and regulatory provisions of the RCRA. EWW and Individual Complainants intend to file suit against Polluters for each of the violations alleged in this Notice and with respect to the existing conditions at the Facility.

EWW and Individual Complainants are willing to discuss effective remedies for the violations referenced in this Notice. If Polluters wish to pursue such discussions in the absence of extended litigation, they are encouraged to initiate such discussions immediately so that the parties might be on track to resolving the issues raised in this Notice.

Very truly yours,



John R. Parker, Jr.

JRP:kg

cc: Via Federal Express

Administrator
U.S. Environmental Protection Agency
Ariel Rios Building
1200 Pennsylvania Avenue, N.W.
Washington, D.C. 20460

The Walt Disney Company
Disney Enterprises, Inc.
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Page 12

Regional Administrator
U.S. Environmental Protection Agency, Region 9
75 Hawthorne Street
San Francisco, CA 94105

Executive Director
State Water Resources Control Board
1001 "I" Street
Sacramento, CA 95814

Executive Director
Calif. Integrated Waste Mgmt. Board
1001 "I" Street
Sacramento, CA 95814

Marsha L. Reed, Agent for Service
500 South Buena Vista Street
Burbank, CA 91521

Courtesy Copy:

Gene A. Lucero
James L. Arnone
Latham & Watkins, LLP
355 South Grand Avenue
Los Angeles, CA 90071-1560

Charity Gilbreth
Latham & Watkins
650 Town Center Drive, Suite 2000
Costa Mesa, CA 92626

"Attachment A"

Environmental World Watch, Inc,
Dennis Jackson
Robert Hill
Robin McCall
William Wyatt McCall



KERSHAW | CUTLER & RATINOFF | LLP

June 1, 2009

**VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Robert Iger, President
THE WALT DISNEY COMPANY,
a Delaware Corporation
500 South Buena Vista Street
Burbank, CA 91521

DISNEY ENTERPRISES, INC.
500 South Buena Vista Street
Burbank, CA 91521

DISNEY WORLDWIDE SERVICES, INC.
500 South Buena Vista Street
Burbank, CA 91521

Re: Notice of Violations and Intent to File Suit Under the Clean Water Act

Dear DISNEY Recipients, Owners, Site Managers, Managing Agents:

NOTICE

Clean Water Act ("CWA" or "Act") § 505(b), 33 U.S.C. § 1365(b), requires that sixty (60) days prior to the initiation of a civil action under CWA § 505(a), 33 U.S.C. § 1365(a), a citizen must give notice of his/her intent to sue to the alleged violator with copy to the Environmental Protection Agency ("EPA") (both local and federal), and the water pollution control agency for the State in which the violations occur. If the alleged violator is an individual or corporation, service of notice shall be accomplished by certified mail addressed to, or by personal service upon, the owner or managing agent with a copy sent to the registered agent of the corporation.

This Notice is served on behalf of the following victims:

Environmental World Watch, Inc.
Dennis Jackson
Robert Hill

Robin McCall
William Wyatt McCall

401 Watt Avenue, Sacramento, CA 95864

Tel 916.448.9800, Toll Free 800.979.5279, Fax 916.669.4499

www.kcrlegal.com

Exhibit B

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Page 2

(collectively hereinafter "Victims") represented by the law firm of Kershaw, Cutter & Ratinoff, LLP, 401 Watt Avenue, Sacramento, CA 95864, Telephone 916-448-9800 Facsimile 916-669-4499. Victims may be contacted through their counsel.

Victims hereby place The Walt Disney Company, Disney Enterprises, Inc., Disney Worldwide Services, Inc, collectively referred to hereafter as "DISNEY," on notice that following the expiration of sixty (60) days from the date of this Notice, Victims intend to bring suit in Federal District Court for DISNEY's continuing violations of "an effluent standard or limitation," permit condition or requirement and/or "an order issued by the Administrator or a State with respect to such standard or limitation" under CWA § 505(a)(1), 33 U.S.C. § 1365(a)(1), the Code of Federal Regulations, and the Regional Water Quality Control Board's Basin Plan, as exemplified by DISNEY's illegal discharge of pollutants from a point source to waters of the United States without a National Pollution Discharge Elimination System ("NPDES") permit.

1. The specific standard, limitation, or order alleged to have been violated

The CWA regulates the discharge of pollutants into navigable waters. The statute is structured in such a way that all discharge of pollutants is prohibited with the exception of several enumerated statutory exceptions. One such exception authorizes a polluter who has been issued a NPDES permit pursuant to the Act, to discharge designated pollutants at certain levels subject to certain conditions. The effluent discharge standards or limitations specified in a NPDES permit define the scope of the authorized exception to the CWA § 301(a), 33 U.S.C. § 1311(a) prohibition. Without a NPDES permit all point source surface and subsurface discharges from DISNEY to waters of the United States are illegal.

Victims hereby notify DISNEY that DISNEY has no NPDES permit allowing it to discharge pollutants from the Facility identified further in this Notice to waters of the United States as required by CWA § 301(a), 33 U.S.C. § 1311(a) and CWA §§ 402(a) and 402(b), 33 U.S.C. § 1342(a) and 1342(b) as well as CWA § 402(p), 33 U.S.C. 1342(p).

2. The activity alleged to constitute a violation

In summary, the Act requires that all discharges of pollution from a point source to

a water of the United States without a NPDES permit are prohibited. DISNEY is discharging pollutants including chromium VI (Cr VI), tetrachloroethylene (PCE), trichloroethylene (TCE), other solvents and toxic metals found at the Facility identified further in this Notice, from the Facility and various point sources within the Facility to waters of the United States.

The liability of DISNEY, stems from its ownership or operation of the Facility or due to the activities conducted on the Facility by DISNEY, its subsidiaries, contractors, employees or agents.

3. The discharger responsible for the alleged violation.

The dischargers responsible for the alleged violations are the addressees of this Notice of Violations, collectively referred to as "DISNEY" throughout this Notice.

4. The location of the alleged violation.

The location or locations of the various violations are identified in the BACKGROUND section of this Notice and in records either created or maintained by or for DISNEY, which relate to DISNEY's activities at the Facility further identified herein.

5. The date or dates of violation or a reasonable range of dates during which the alleged activities occurred.

Disposition, discharge and release of pollutants can be traced as far back as 1939. DISNEY has been in continuous operation prior to the passage of the CWA and has been violating the Act ever since it was passed. The CWA is a strict liability statute with a five-year statute of limitations. Therefore, although Victims allege the illegal discharges have been occurring for more than the statutory five-year period, the range of dates covered by this Notice is June 1, 2004 through June 1, 2009. Victims will from time to time update and supplement this Notice to include all violations, which occur after the date of this Notice. The majority of the violations identified in this Notice such as discharging pollutants to waters of the United States without a NPDES permit, failure to obtain a NPDES permit, failure to implement the requirements of the Act, failure to meet water quality objectives, etc., are continuous, and therefore each day is a violation.

Victims believe all violations set forth in this Notice are continuing in nature or will likely continue after the filing of a lawsuit. Specific dates of violations are evidenced in DISNEY's own records (or lack thereof) or files and records of other agencies including the Regional Quality Control Board ("RWQCB"), GeoTracker, County Health and local police and fire departments. Victims have attached a data file containing dates and analysis of monitoring as an exemplar. In addition to these violations Victims maintain that DISNEY has been in continuous violation of the Act each and every day it has operated at the Facility identified in this Notice over the statutory five-year period.

Victims specifically note the following discharges:

Date of Discharge	Location of Discharge	Contents of Discharge ¹
May 1, 2009	Los Angeles River	Chrome VI
May 6, 2009	Los Angeles River	Chrome VI
May 11, 2009	Los Angeles River	Chrome VI
May 16, 2009	Los Angeles River	Chrome VI

6. The full name, address, and telephone number of the person giving notice.

The entity giving this Notice is Kershaw, Cutter & Ratinoff, LLP, 401 Watt Avenue, Sacramento, CA 95864; telephone 916-448-9800; facsimile 916-669-4499, on behalf of all persons on the attached list, identified in this Notice as Victims. Victims have been directly affected by DISNEY's unlawful acts as set forth in this Notice. The illegal acts of DISNEY have affected the health and property rights of Victims as well as Victims' use and enjoyment of the affected area. Victims give DISNEY Notice as summarized in the narrative below.

BACKGROUND

Polluters have operated a 50-acre film production, broadcast, and office facility (the "Facility") at 500 South Buena Vista, Burbank, California since approximately 1938. Polluters have released polluted waste air-cooling water from their on-going business activities at the Facility since approximately 1939. The source of this discharge water was

¹ Chrome VI was found in samples taken on the dates identified herein at the discharge pipe terminus into the Los Angeles River. This discharge pipe runs from the intersection of Keystone and Parkside, immediately east and adjacent to the 500 South Buena Vista property line, to the Los Angeles River. The quantities of Cr VI found in the samples of H2O and H2O sludge as residue exceed the Maximum Contaminant Level (MCL) for Cr VI in drinking water and the No Significant Risk Level (NSRL) under Ca Health and Safety Code section 25249.5, et seq.

Polluters' air-cooling system, which pumped groundwater from the Facility and discharged the spent water after a "one use" through "well water disposal lines" and pipes. Polluters, over the years, added various chemical compounds to these cooling waters to abate corrosion and scaling of the entire pipe infrastructure, and specifically added a mixture of protective chemicals containing potassium dichromate and sulfamic acid in crystalline form to the cooling water to prevent rust scaling and aid in water solubility to further accomplish these protective goals. As a result, the Cr VI contamination caused by Polluters has resulted in the chemical preservation of Cr VI in the land, water, and air surrounding the Facility.

Discharges at the east property line of the Facility traveled through three discharge pipes at Keystone Street in Burbank, California. These "Keystone Street" pipes emptied large quantities of polluted waste air-cooling water into the street at the intersection of Keystone and Parkside on a daily basis where it traveled down the adjacent streets, on Parkside to Parish Place, and on Keystone directly south, and into the City of Los Angeles' Polliwog Park. These three pipes were never abandoned and they emptied and continue to empty today into another pipe built under the originally illegal discharge intersection of Keystone and Parkside, and ultimately discharge unpermitted waste into the Los Angeles River.

These Keystone Street pipes have never been abandoned and continue to empty into a pipe built under the originally illegal discharge intersection of Keystone and Parkside. The polluted water containing the aforementioned pollutants are either illegally discharged to storm drains connected to waters of the United States, or collect and pool at Polliwog Park and later percolate into the aquifer. Further polluted water from the discharge pipes have seeped, spilled or otherwise been routed by DISNEY into local Burbank City catch basins which are emptied into waters of the United States.

The spent Cr VI compounds are discharged to Keystone Street on a daily basis. Discharges have continued after the prohibition for use of Cr VI compounds in comfort air-cooling systems effective May 18, 1990 (Title 40 Part 749.68).

These discharges by DISNEY have permanently contaminated Polliwog Park. The releases of polluted discharge waters continue to pass onto land and into waters of the United States as well as into recognized sources of drinking water. Tests show the Polliwog Park property and the 11-acre Polliwog parcel to be contaminated to a tested depth of at least 25 feet where pollutants move subsurface to hydrologically connected surface waters. It is likely the pollutants are at a much greater depth due to aquifer influences. Testing of the Polliwog parcel and of residences adjacent to Polliwog Park reveal that dirt dust, particulates, fine Listed Chemical dry sludges and micro-fine particles [<1 ug] of the

same contamination have migrated off the Polliwog property. These discharges have endangered and continue to endanger groundwater and surface waters in and around Polliwog Park.

There is a further danger in and near the homes of individual residents of the neighborhood adjacent to the Buena Vista Facility known as the Burbank Rancho which may also include other yet unknown innocent and unknowledgeable persons who walk on, ride on, or otherwise utilize the vacant 11-acre Polliwog parcel for recreation and enjoyment.

When the CWA permit requirement for discharged wastewater was passed in 1974, DISNEY made no effort to obtain such a permit. DISNEY failed to curtail the use of groundwater as air-cooling water and continued its practice of knowingly disposing of carcinogenic and human reproductive toxic chemicals into the densely residential neighborhood surrounding the Facility. As a result, the water was inhaled, walked in and played in by humans and their pets for multiple decades without any warning or disclosure required by law.

In 1991, DISNEY received a letter demanding information about hazardous releases to the environment – specifically to groundwater, surface water, soil or air. DISNEY concealed its long practiced and non-permitted discharges as described in this Notice, as the revelation would have subjected DISNEY to regulatory fees and fines owed to the State of California, its regulatory agencies and political subdivisions, as well as subjecting DISNEY to health danger disclosure requirements enacted by new environmental laws. DISNEY made no disclosures to the EPA or the RWQCB. DISNEY did try to obtain a discharge permit in November 1991, but submitted a permit application void of pertinent information and information required by law. A request by the RWQCB to reveal this exact information and the disclosure of decades of dangerous and negligent conduct was met with stonewalling on the part of DISNEY.

On or about April 2, 2007, the EPA sent DISNEY a second CERCLA § 104(e) demand letter, which now included the request for information about chromium, as well as TCE and PCE. In response to this request DISNEY failed to disclose its use and discharge of Cr VI or the environmental contamination caused by DISNEY's discharge of Cr VI.

Conduits owned or operated by DISNEY such as sewer lines, utilities, waters, roads, storm water systems, and other services act as point sources, discrete conveyances and preferential pathways and have contributed to the transport and discharge of the aforementioned pollutants. Victims believe these preferential pathways have allowed pollutants to be carried off site from the Facility to residences and property as well as to waters of the United States via hydrologically-connected groundwater.

The Walt Disney Company prides itself on its environmentally responsible behavior, as can be found on its Web site:

The Walt Disney Company, whose rich environmental legacy spans more than 60 years, is a pioneer among American companies in thinking about, and caring for, the planet. Through the years, Disney has launched a variety of resource conservation initiatives in addition to programs that educate guests on the importance of a healthy environment. Most recently, Disney introduced new goals in the areas of waste, carbon emissions, energy, water, ecosystems and inspiration to substantially reduce its impact on the environment and further enact environmentally responsible behavior among employees, guests, consumers and business partners,[see <http://corporate.disney.go.com/responsibility/environment.html>]

The actions of pollution as described in this Notice, DISNEY's denial that the pollution is taking place and its vigorous litigation of any claims of pollution are completely at odds with its own stated policies.

CONTINUING VIOLATIONS

The geomorphology of the area around the Facility indicates the existence of numerous sand or gravel lenses, which are known to be conduits and can cause significant off site migration of pollutants. The plume mass at the Facility has been migrating for decades, contaminating new sources of drinking water, new aquifers, private property, waters of the State and waters of the United States, ground waters and surface waters.

Victims take the position that adequate monitoring should be conducted throughout the entire effected area. In general, Victims believe remediation must be conducted proactively to remove existing threats both to the environment and to individuals who live in the area of the Facility.

Pollutants have been discharged from the Facility to Victims' residential or recreational areas for decades. As a direct result of DISNEY's violations of the CWA, Victims have suffered loss of property value and habitability, and have experienced numerous adverse health affects, including cancer, auto immune disease, skin lesions, contact dermatitis, respiratory ailments, organ dysfunction, eye ailments, nervous disorders, systemic problems, sleep disturbance, emotional distress, and reproductive problems including miscarriages.

Discharges by DISNEY as described in this Notice continue to this day as do the adverse effects of prior discharges. DISNEY continues to discharge pollutants to

DISNEY
June 1, 2009
Page 8

groundwater and surface waters, and has failed to obtain CWA-authorized permits, implement the requirements of the CWA or meet water quality objectives. All of these violations are ongoing.

Recent investigation results show the pipe running under the discharge intersection of Keystone and Parkside is 48 inches in diameter. This pipe runs the exact route of the previous 50 plus years of residential discharges, except that it is now eight feet underground, and goes under the Polliwog Park, and under the 134 Freeway, and directly into the Los Angeles River. Test results from May 1 2009, and thereafter, reveal Cr VI residues and Cr VI contaminated water.

Via regulations promulgated to enforce the CWA and pursuant thereto, the EPA and the State of California have formally declared that violations by DISNEY as identified in this Notice are prohibited by law. Beneficial uses of groundwater and surface waters are being affected in a prohibited manner by these violations. The EPA and the State of California have identified DISNEY's operations at the Facility as point sources, the discharges from which contribute to violations of applicable water quality standards.

From June 1, 2004, through June 1, 2009, DISNEY has violated the CWA by failing to acquire a NPDES permit and for discharging pollutants into waters of the United States without a NPDES permit. Each and every discharge is a separate violation of the CWA.

These enumerated violations are based upon Victims' own investigations, review of the RWQCB's files for DISNEY, interviews with area residents, and review of other files publicly available. In addition to all of the above violations, this Notice covers any and all violations evidenced by DISNEY's records and monitoring data, which DISNEY has submitted (or failed to submit) to the RWQCB and/or other agencies during the period June 1, 2004, through June 1, 2009. This Notice also covers any and all violations which may have occurred but for which data may not have been available or submitted or apparent from the face of the reports or data submitted by DISNEY to the RWQCB or other agencies.

Pursuant to CWA § 309(d), 33 U.S.C. § 1319(d), each of the above-described violations of the Act subjects the violator to a penalties per day/per violation for

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Page 9

violations occurring within five years prior to the initiation of a citizen enforcement action. In addition to civil penalties, Victims will seek injunctive relief preventing further violations of the Act by DISNEY pursuant to CWA § 505(a) and § 505(d), 33 U.S.C. §§ 1365(a) and (d), and such other relief as is permitted by law. Lastly, CWA § 505(d), 33 U.S.C. § 1365(d), permits prevailing parties to recover costs and fees.

The violations of DISNEY as set forth in this Notice affect the health and enjoyment of Victims who reside, work and recreate in the affected area. Victims use this watershed for domestic water supply, agricultural water supply, recreation, sports, fishing, swimming, hiking, photography, nature walks and the like. Their health, property rights, use and enjoyment of this area are specifically impaired by DISNEY's violations of the CWA as described herein.

CONTACT INFORMATION

Victims have retained legal counsel to represent them in this matter. All communications should be addressed to:

C. Brooks Cutter, Esq.
John R. Parker, Jr. Esq.
Kershaw, Cutter & Ratinoff, LLP
401 Watt Avenue
Sacramento, CA 95864
Telephone (916) 448-9800
Facsimile (916) 669-4499
E-mail: bcutter@kcrlegal.com
E-mail: jparker@kcrlegal.com

Jack Silver, Esq.
Law Office of Jack Silver
Post Office Box 5469
Santa Rosa, CA 95402-5469
Telephone (707) 528-8175
Facsimile (707) 528-8675
E-mail: lhm28843@sbcglobal.net

DISNEY
June 1, 2009
Page 10

Victims believe this Notice sufficiently states grounds for filing suit. At the close of the 60-day notice period or shortly thereafter, Victims intend to file a citizen's suit under the CWA against DISNEY for the violations enumerated herein.

During the 60-day notice period, Victims are willing to discuss effective remedies for the violations noted in this Notice. However, if DISNEY wishes to pursue such discussions in the absence of litigation, it is suggested that those discussions be initiated within the next 20 days so that they may be completed before the end of the 60-day notice period. Victims do not intend to delay the filing of a lawsuit if discussions are continuing when that period ends.

Very truly yours,



C. Brooks Cutter

CBC:kg

cc: Administrator
U.S. Environmental Protection
Agency
Ariel Rios Building
1200 Pennsylvania Avenue, N.W.
Washington, D.C. 20460

Regional Administrator
U.S. Environmental Protection
Agency, Region 9
75 Hawthorne Street
San Francisco, CA 94105

Executive Director
State Water Resources Control Board
P.O. Box 100
Sacramento, CA 95812-0100

Marsha Reed – Agent for Service of
Process for Disney
500 South Buena Vista Street
Burbank, CA 91521

1 *Re: Environmental World Watch v. The Walt Disney Company*

2 PROOF OF SERVICE

3 I am a citizen of the United States, over the age of 18 years, not a party to the within
4 action, employed in the County of Sacramento, California, and my business address is 401 Watt
5 Avenue, Sacramento, California 95864. I am familiar with this firm's practice for collection and
6 processing of documents for mail with the United States Postal Service, hand-deliveries, and
7 facsimiles.

8 On this date, service of the following document:

9 **SECOND AMENDED COMPLAINT FOR INJUNCTIVE RELIEF, CIVIL**
10 **PENALTIES, RESTITUTION AND REMEDIATION (Environmental –**
11 **RCRA – 42 U.S.C. 6901 *et seq.*; CWA – U.S.C. 1251 *et seq.*)**

12 in this matter was effected by:

13 X Mail
14 Personal Service
15 Federal Express
16 Facsimile

17 on the parties to said cause as follows:

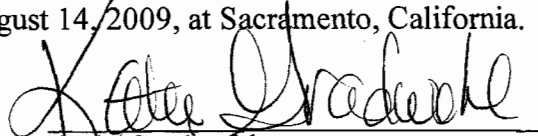
18 Gene A. Lucero, Esq.
19 Kirk A. Wilkinson, Esq.
20 Latham & Watkins LLP
21 355 South Grand Avenue
22 Los Angeles, CA 90071

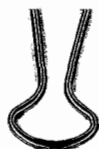
23 Charity Gilbreth
24 Jason R. Liljestrom
25 Latham & Watkins, LLP
26 650 Town Center Drive, Suite 2000
27 Costa Mesa, CA 92626

Citizen Suit Coordinator
U.S. Dept. of Justice
Environmental & Natural Resource Division
Law and Policy Section
P.O. Box 4390
Ben Franklin Station
Washington, DC 20044-4390

Lisa Jackson, Administrator
U.S. Environmental Protection Agency
Ariel Rios Building
1200 Pennsylvania Avenue, N.W.
Washington, D.C. 20460

28 Executed under penalty of perjury on August 14, 2009, at Sacramento, California.


Katie Gradwohl



KERSHAW CUTLER & RATINOFF LLP
401 WARE AVENUE, SACRAMENTO, CA 95864



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Citizen Suit Coordinator
U.S. Dept. of Justice
Environmental & Natural Resource Division
Law and Policy Section
P.O. Box 4390
Ben Franklin Station
Washington, DC 20044-4390



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